



*What's Fuelling CFM Majestic?*



## *Six good reasons to invest in CFM Majestic*

- 1 We are more than a building products company.
- 2 We are focused on the fastest growing segment of the hearth market.
- 3 We are building on our lead with an unrivalled R&D program.
- 4 We are the lowest cost operator in the business.
- 5 We are riding a wave of technological and demographic change.
- 6 Industry consolidation will continue to work in our favour.



At the heart of our  
customers' homes



*What's fuelling CFM Majestic? In 14 years, CFM Majestic Inc. has grown into one of the world's leading hearth and home products manufacturers, with annual sales of \$382 million and 2,100 employees in North America and the United Kingdom. Our success has been fuelled by an unwavering focus on the fastest growing segments of our markets and a continuous investment program that has yielded the most innovative products and one of the lowest cost manufacturing operations in the industry. Today, we are positioned for continuing success with broad, complementary product lines, expanding distribution channels and attractive opportunities to augment our growth through acquisition.*

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## **CFM Majestic –**

### *A diversified home leisure products company*

#### **PRODUCT**

#### **KEY TRENDS**

##### *Hearth Products*

###### **Gas fireplaces**

The economic, environmental and aesthetic benefits of natural gas have supported a compound industry growth rate that has exceeded 10% for the past 12 years and is expected to continue. Such developments bode well for CFM, an industry leader that derives a majority of its hearth revenues from profitable gas-fuelled products.

###### **Gas and wood stoves**

With a complete range of direct-vent, natural-vent and vent free gas stoves, and an elegant line of fuel-efficient cast-iron wood-burning models, CFM's high-quality stoves are directed at the growing retrofit/remodelling markets, where consumers are seeking to enhance their homes with elegant and efficient space heating. The product range also leads in environmental appeal with its unique "clean burn" technology.

###### **Electric fireplaces and stoves**

CFM's industry leading electric fireplaces have extended the fireplace into non-traditional but fast-growing segments of the market such as condominiums, apartment buildings, offices and retail locations. Featuring a patent pending light filtering technology that creates astounding realism and ambience, CFM's electric fireplaces can be "plugged in" anywhere.

###### **Wood fireplaces**

Unlike traditional brick and mortar fireplaces, CFM's factory built wood hearths are designed to meet increasingly stringent demands for efficiency, convenience and safety. Loaded with features such as advanced heat circulation and zero-clearance design, CFM wood fireplaces combine traditional charm with a new level of versatility.

###### **Space heating products**

CFM's full line of space heaters has significantly strengthened the Company's position in the fast-growing mass merchant sales channel. The Company's focus on product innovation makes it well positioned to benefit from strong demand and continued consolidation in this sector.

###### **Gas log sets**

Used in tandem with CFM's patented Insta-Flame burner, the Company's ceramic fibre log sets create an intense, realistic glow—one reason they command a growing share of this market segment. Gas logs make it easy and cost effective to convert any traditional fireplace to gas.

###### **Mantels and accessories**

CFM's mantels, cabinets and other accessories give our distributors a full line of finely crafted products that provide consumers with the choice and quality they need to enhance the value and appearance of their homes.

##### *Outdoor Products*

###### **Barbeques**

The highly fragmented, fast-growing BBQ market is worth US\$2 billion in the United States alone. CFM's focus on the high-end segment of the market leverages manufacturing and gas burner expertise and existing distribution channels, while yielding substantial counter-seasonal benefits. CFM aims to become a leading high-end barbeque manufacturer in North America over the next two years.

###### **Patio heaters**

Our gas infrared patio heaters take the chill off spring and fall evenings and effectively extend the outdoor season, two reasons for their growing popularity in home, restaurant and other commercial applications. Such products meet demographically driven demand for outdoor comforts while leveraging our existing distribution network.

###### **Outdoor fireplaces**

The rising popularity of outdoor leisure and entertainment activities is taking the conveniences of the home outside. CFM is meeting this trend with specialized outdoor fireplaces that feature realistic masonry design and durable stainless steel construction.

###### **Garden products**

In the past year, CFM has created a complementary presence in garden products—the fastest growing segment of the home leisure market—with products that have a well-established market position in the mass merchant channel. The garden products business continues to generate synergies through the rationalization of operations, and by providing counter-seasonal opportunities to enhance capacity utilization and revenue growth.



## CFM'S APPROACH TO GROWTH



### Market driven product development

Our products are specifically developed to meet emerging consumer needs. We lead the industry with R&D spending of about 1.5% of revenues per year and in 2000, 30% of our sales were derived from new products introduced over the past two years.

### A strong focus on high-value-added products

We are focused on the profitable retrofit market. Our high-margin products have an edge—in quality and performance—that makes them a source of pride in the consumer's home.

### Expansion/extension within leading distribution channels

We systematically evaluate distribution possibilities and selectively place products within appropriate, leading sales channels. During the past two years, we have achieved significant growth in the home renovation and mass merchant sales channels.

### Continuous improvement

CFM is committed to building its lead as the lowest cost, highest quality supplier. During the past two years we have invested heavily in manufacturing process improvement and enterprise wide information technology, including B2B and Internet service capabilities.

### Vertically integrated manufacturing

Unique within the industry, we fabricate all of our own components and products, an approach that results in greater manufacturing flexibility and faster speed to market.

### Management accountability

We promote entrepreneurial behaviours that benefit our customers and shareholders—through performance-based compensation, significant share ownership and a profit sharing program that provides rewards for “doing more with less”.

### Industry-leading financial performance

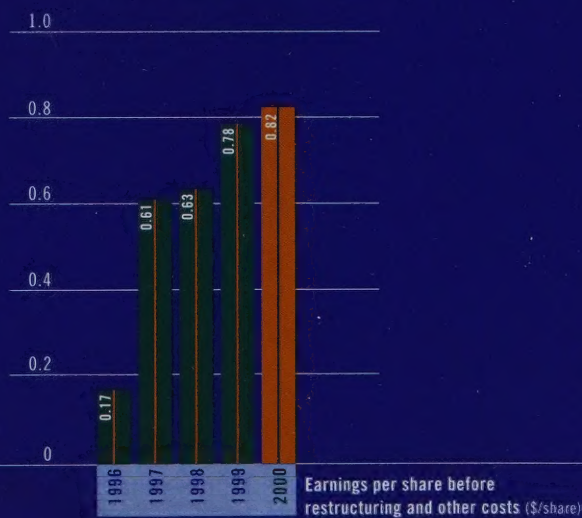
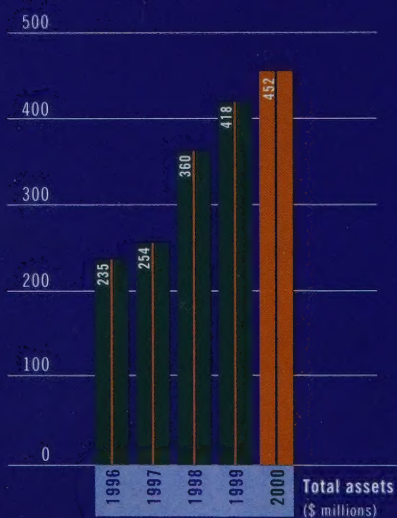
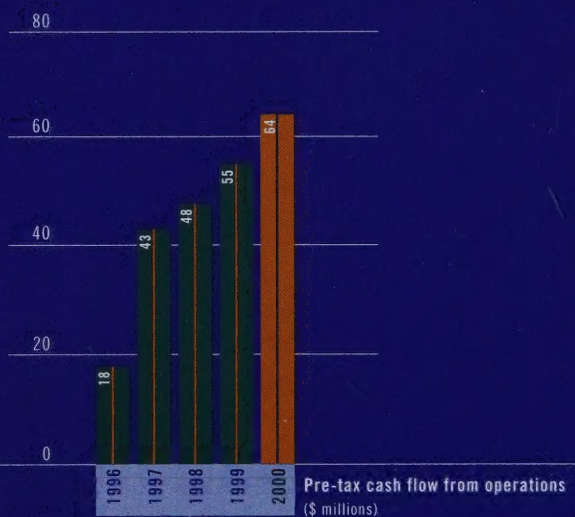
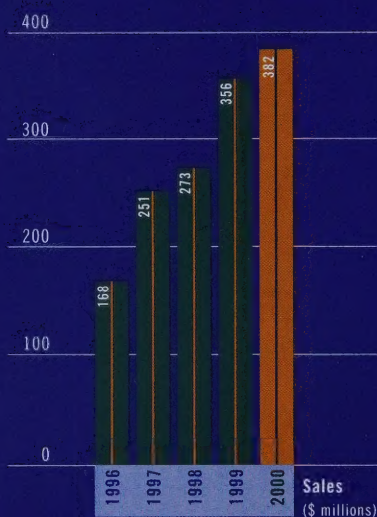
Over the long term, we aim to achieve 20% annual revenue and pre-tax profit growth. We expect to generate strong EBITDA margins and free cash flow and to create returns on capital significantly in excess of the cost of funds invested.



## Summarized Earnings Statement

(thousands of dollars except per share amounts)

	2000	1999	% change
Sales	381,900	355,742	7
EBITDA before restructuring and other costs	72,012	66,309	9
Income before restructuring, other costs and income taxes	49,039	46,857	5
Restructuring and other costs		23,005	
Net income	33,782	16,487	105
Earnings per share	\$ 0.82	\$ 0.39	110
Net income before restructuring and other costs	33,782	32,610	4
Earnings per share before restructuring and other costs	\$ 0.82	\$ 0.78	5



*CFM led the industry again in fiscal 2000, generating double-digit growth in the second half of the year en route to a record performance for revenues and earnings.*

Revenues for the year were up \$26 million to \$382 million, a 7% increase over the previous year. Earnings before interest, taxes, depreciation and amortization ("EBITDA") reached \$72 million, a 9% increase from 1999. Earnings per share reached \$0.82 from \$0.78 a year ago.

In the past five years, CFM has achieved an average compound annual sales growth rate of more than 20%. The corresponding increase in EBITDA has averaged 30%.

We are proud of this track record, yet we are also quite aware that our share price had fallen below \$7.00, at the time of writing this letter. That's less than half its all-time high. With respect to this drop in share price, I think I can shed some light on our current situation that will give our shareholders a sense of confidence in our prospects going forward.

The market generally regards CFM as a "building products" company, which places us in a stock market sub-sector that has posted unfavourable returns over the past 12 months. The main reason for this is an uncertain interest rate environment and the detrimental effect that has on future expectations for housing starts.

The point to remember is that while a portion of our sales is directed to the new home builder market, more than twice as much of our revenue is derived from the home renovation and mass merchandising markets. So we really are a consumer products company—one that is far less susceptible to cyclical downturns than many people think. In fact, during the last three housing slowdowns in 1991, 1995, and 1997, CFM achieved strong sales and earnings growth. What's more, each of these industry slowdowns led to more favourable valuations for selected acquisitions—an important contributor to the Company's track record as a successful consolidator.

The other cause for CFM's low share price is admittedly self-inflicted. On February 17, 2000, we announced our intention to review the Company's strategic alternatives, including the outright sale of the Company, to maximize shareholder value. What we failed to do, however, was provide the proper context for that initiative.



*Colin Adamson*



Our motivations at the time were twofold. First, we felt, and continue to feel, that the Company's true value was not reflected in the share price and we owed it to shareholders to see if there was a way to correct that imbalance. As it turned out, our study showed that CFM's best option was to stick with its existing growth strategy.

The second reason behind the strategic review was a wave of vertical consolidation in which our largest competitors in hearth products were buying distribution assets to maintain market share. It was a change in direction for the industry that ran contrary to our approach and one we felt did not play to our strengths as a focused, technologically advanced manufacturer.

Since that time, effective vertical consolidation has proved surprisingly difficult to achieve, despite the theoretical advantages. The fact is, consumers want choice. So do the distributors who work so hard to satisfy their needs. Our approach to the business, which has always emphasized precision-engineered products, broad selection and strong business relationships with our distribution and dealer partners, is the best way to meet the consumer's demand for service, selection and value. In short, we don't see vertical integration as the threat we once did.

Looking ahead, we continue to see tremendous opportunity for growth in the home products industry, something Jim Lutes will have more to say about in the letter that follows this one. Our optimism in the future is evident in our share buy-back program, through which we purchased more than 2.9 million shares of CFM Majestic during the past fiscal year.

CFM will continue to be a leader because we are focused on the fastest growing segments of the hearth and barbeque markets. Our products have an edge—in quality, convenience and technology—that makes them a source of pride in the consumer's home and delivers a sense of value that extends far beyond price. That's not to say cost competitiveness isn't important—in fact, we manage one of the lowest cost operations in the business.

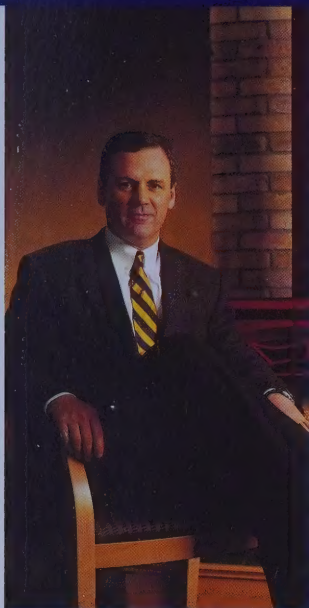
While we expect continued robust growth in these core markets, we also continue to extend the Company's leadership position into complementary home products that leverage our existing research and development capabilities, our established trade channels and our manufacturing expertise.

Equally important, we enjoy the entrepreneurial spirit and dedication of more than 2,100 employees worldwide, nearly two-thirds of whom are interested shareholders in this Company. With their continued support, we look forward to creating a superior level of shareholder value in the years ahead.



Colin Adamson  
*Chairman and CEO*





*Jim Lutes*

*Innovative new products, expanding distribution channels, and an unwavering focus on productivity improvement helped drive our results in 2000 and make CFM well positioned for continued growth.*

#### **Fiscal 2000 review**

Fiscal 2000 was a challenging year for the Company. Softness in the renovation and new home markets early in the year, however, was more than alleviated by our rapidly expanding presence in the mass merchant and home improvement distribution channels, which collectively recorded a significant year-over-year sales increase.

In particular, we benefitted from strong sales of our indoor and outdoor space heating products. This is a market that expands our presence in the mass merchandising channel and leverages our existing distribution network. And it is one whose potential we have just begun to tap.

Fiscal 2000 earnings reached record heights, largely on the basis of continued improvement in the Company's cost structure. We are already the leanest operator in the industry with margins significantly higher than our nearest competitor.

During the past year, we continued to build on that position. During the second quarter, we completed the integration of our Jomoco operations into our Chicago-based Harris facility. Resulting synergies in manufacturing costs and administrative expenses have given a more seasonal balance to this operation and have reduced combined annual operating costs significantly.

As part of the operational realignment plan announced in fiscal 1999, we also completed the consolidation of our North American hearth product sales, marketing and administrative functions at our new 145,000 square foot Mississauga, Ontario facility. This was the last step in the consolidation of our core hearth business since our expansion into the U.S. five years ago. As a result, we have significantly streamlined the manufacturing, customer service and distribution functions and set the stage for continuous productivity and service improvements going forward. This consolidation leverages our considerable investment in information technology over the past two years. More specifically, it positions us to minimize both Company and customer inventory levels through improved central logistics.

#### **What's fuelling CFM Majestic?**

CFM's strong sales and earnings performance has been fuelled by the many advantages of natural gas hearth products including enhanced aesthetics, convenience, low operating costs and environmental friendliness. With our recent expansion into other space heating products, more than 70% of our revenues now come from gas-fuelled sales and, owing to the advanced technology incorporated into our products, they are the most profitable part of the business.



During the past few years, CFM has consistently invested the substantial cash flows generated by its growing hearth sales back into the business. Since 1996, we have spent \$3 million to \$5 million each year in research and development and have invested a total of \$65 million in facilities, systems and manufacturing process improvements. Already the most innovative manufacturer in the industry, CFM continues to build on its leadership.

CFM's expansion into the gas barbeque market is a good example. Designed to compete in the mid-to-high end of the \$2 billion gas barbeque market, and sold under the renowned Vermont Castings trademark, this beautifully crafted product leverages our manufacturing capabilities in cast iron, steel fabrication and burner technology while taking advantage of established distribution channels. In fact, because a large number of our dealers also sell premium outdoor barbeques, CFM's current distribution network has provided the ideal platform for rapid expansion in this market. It is also counter cyclical to hearth product sales, one of the reasons such products are eagerly accepted in our distribution network.

At the same time, a growing portion of our sales growth is coming from new distribution channels such as the home renovation and mass merchandising markets. Through the 1998 acquisition of Harris Systems, CFM has gained access to a profitable and growing mass merchandising market, which includes leading retailers such as Home Depot, Lowes and Sears. The expansion of our product lines through the 1999 acquisitions of RMC and Jomoco further diversified our earnings while solidifying our position as a broad-based supplier of high-quality home products.

We are also increasing the Company's revenues and earnings through geographic expansion. The faster growing U.S. home products market, which we entered only five years ago, now accounts for over 80% of the Company's sales. CFM has similar plans for the U.K., where our Kinder Fires operation has quickly established a beachhead for European growth. Kinder, which has consolidated all operations in a state-of-the-art facility in Stoke-on-Trent, England, and standardized its manufacturing platforms in line with our North American operations, is expected to double sales annually for each of the next two years. The rest of Europe also offers opportunity. We have continued to expand the Vermont Castings European export business and have established good momentum with the space-heating portfolio, particularly in the European mass merchant channel.

### **Outlook**

We are well positioned as an independent manufacturer in our core home products markets. As for the economy, the experts call for more modest but stable growth in Canada and the United States. Natural gas prices may continue to rise, but not to a level that would undermine the fuel's superior benefits in our products. Costs of raw materials and labour are expected to remain stable. Within this environment, CFM expects to build on its six-year history of record revenue and earnings growth.

In any event, we will continue to concentrate on those factors that are within our control. That means we will focus our research and marketing efforts on the introduction of high-margin, high-value-added, natural gas hearth products. We will complement this core business with a growing range of home products that leverage our manufacturing processes and take advantage of an established distribution network. And we will continue to expand our presence in the mass merchandising market.



We are also well positioned to grow through acquisitions in the years to come. We have a very strong capital base with a low debt-to-equity ratio and a committed line of credit in excess of \$230 million. What's more, our business generated operating cash flow in 2000 of more than \$64 million and our requirements for sustaining capital expenditures are relatively low.

If past experience is any guide, we believe that present market uncertainties may present some excellent opportunities for growth. This is a company that thrives on change and one that is ready for it. We have fully integrated our previous acquisitions and have a strong management team in place. We have well-established brands and strong distribution channels. In short, we have never been in a better position to take advantage of opportunities to grow and create value in this business.



Jim Lutes  
*President and COO*



*From left to right:*

*John Kinder – Managing Director, CFM Kinder Limited*

*Steve Haramaras – President, CFM Harris Systems*

*Susan Marlow – Vice President, Human Resources and Development*

*Joe Malaga – Executive Vice President, CFM RMC International*

*Dan Downing – Vice President, Manufacturing and Engineering*

*Scott Dunlop – Vice President, General Counsel and Secretary*

*Ron Calvert – President, Vermont Castings, Majestic Products Division*

*Mike Resmo – President, CFM RMC International*

*Peter Plows – Senior Vice President, Operations*



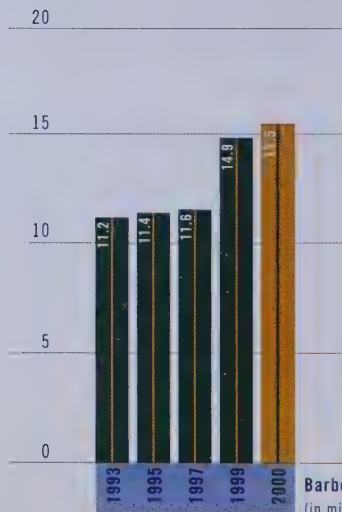
# What's fuelling CFM Majestic?

*We are more than a building products company*



CFM is generally regarded as a building products company. Yet more than 65% of our revenues come from the home renovation and mass merchandising channels. That makes us primarily a consumer products company in the home products market. As such, our sales are far less susceptible to changes in interest rates and the cyclical downturns they can trigger in the new housing market. During the past five years, CFM has significantly diversified its earnings through the development of complementary product categories that leverage our manufacturing expertise and existing distribution channels. Today, the percentage of the Company's revenues derived from sales to the home renovation and mass merchandising distribution channels is steadily increasing, a trend we expect to continue in the future.

- CFM's new line of Vermont Castings barbeques is a natural extension of the Company's core capabilities. Aimed at the high-end segment of the market, these premium products have received an encouraging reception in a highly fragmented, but fast-growing industry. North Americans are spending more time and money on home entertainment and CFM is taking advantage of that trend with a growing range of complementary consumer products such as the Dyna-Glo mini patio heater pictured here



Source: Barbeque Industry Association



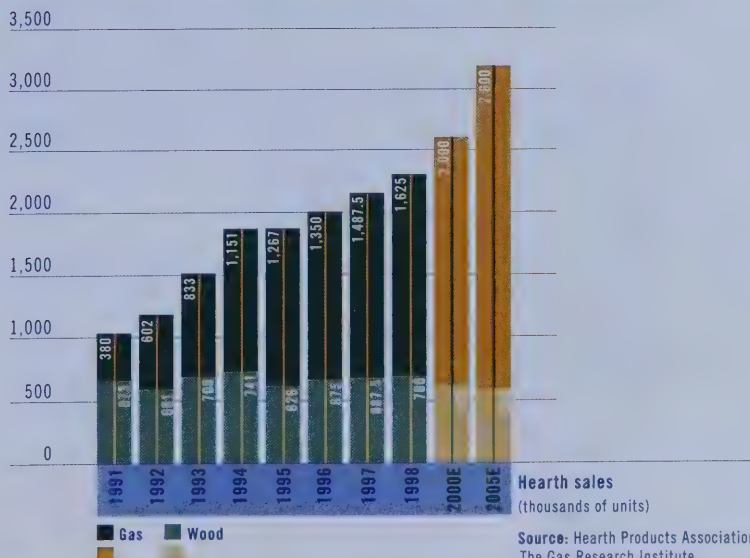
*We are focused on the hottest segment of the hearth market*



Almost two-thirds of CFM's sales come from higher margin natural gas products—by far the fastest growing segment of the hearth market. Such sales have been climbing for 12 years, averaging 10% annual compound growth since 1991. The increasing popularity of natural gas is one reason for that trend. Others include the outstanding convenience and performance of the high-value hearth products that go on the end of the gas line. We'll continue to see more of them in the future. In 1996, 67% of all U.S. homes relied on natural gas as a primary heating source—more than double the figure a decade earlier. By 2010, the American Gas Association predicts that 81% of U.S. homes will be heated by natural gas—about the same level of penetration as in Canada today.



- CFM manufactures the industry's most complete line of premium quality gas fireplaces, fireplace inserts and freestanding stoves under the trusted Majestic and Vermont Castings trademarks. Thanks to the development of ultra realistic flame technology, tightening environmental regulations and the expansion of the natural gas infrastructure in the U.S., growth in demand for gas-fueled hearth products will continue to outpace the industry at large.



Source: Hearth Products Association/  
The Gas Research Institute



## *We are extending our lead with an unrivalled R&D program*



CFM is a technology leader with one of the largest and most advanced product lines in the industry. But above all, our products are market focused. We work hard to identify emerging consumer needs and we assess our opportunities and plan our product development accordingly. During the past five years, our investment in research and development has averaged \$3-\$5 million per year—a sustained commitment to product leadership. From our patented Insta-Flame ceramic burner to the cleanest burning wood stove ever tested by the U.S. Environmental Protection Agency, CFM Majestic products are renowned for their leading-edge design, durability and convenience. In fiscal 2000, more than 30% of total sales was derived from products introduced to the market in the past two years.

- CFM's market leadership depends on proven performance, continuous new product innovation, and above all, an unsurpassed reputation for quality. That's why advanced technology is built into everything we make, from our leading-edge gas, electric and wood hearth products, to our premium Vermont Castings grills. CFM continues to lead the industry in R&D with fiscal 2000 investment reaching \$5.3 million or 1.4% of net sales, a 30% increase over 1999

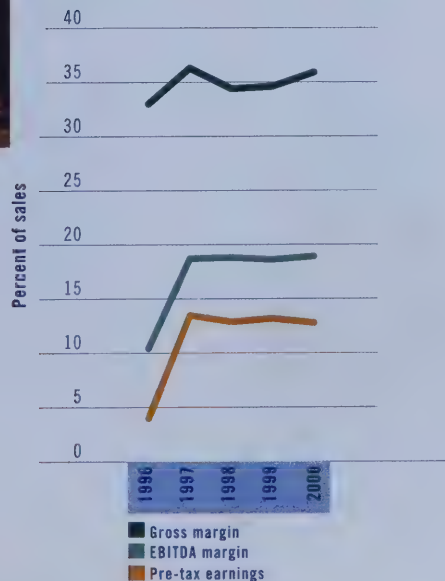


*We are one of the lowest cost operators in the business*



- Sheila Hamilton, Vice President of Customer Service, managed the consolidation of widespread customer service, technical support, training and warranty functions into a single entity within our 145,000 square foot facility in Mississauga, Ontario.
- CFM's Mississauga facility manufactures specialized combustion systems, which feature the patented Insta-Flame ceramic burner, for all Company divisions.

It's a fact. CFM is a vertically integrated manufacturer—from raw materials to finished product to a centralized customer service capability. That gives us unique opportunities to capture margins at each stage of the production and sales and service process. Unlike the rest of the industry, we manufacture everything that goes into our products except for valves and glass. This unique degree of vertical integration gives us many powerful advantages including: greater manufacturing flexibility, faster time to market for new products, lower inventory requirements and the ability to create standardized, interdivisional parts and production platforms. Our centralized customer service and marketing processes allow us to rapidly communicate with customers and streamline time to delivery. Since 1996, CFM has invested more than \$65 million in manufacturing and business process improvements, one reason the Company has a lower cost base and higher operating margins than most of its competitors.

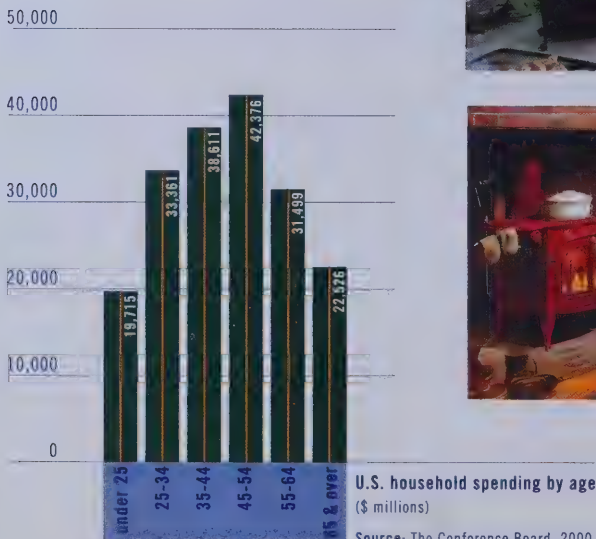




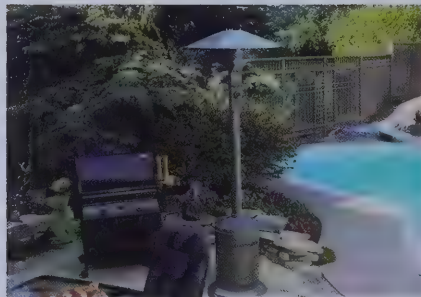
# *We are riding a wave of technological and demographic change*



Fundamental demographic trends, such as the tendency of aging, affluent baby-boomers to spend more leisure time in larger homes and gardens, are helping to drive CFM's growth. In the United States, the number of households headed by persons over 40 years of age is 79% and growing. These consumers are drawn to gas hearth products for their elegance, performance and convenience. They also know that hearth products represent one of the few investments that will actually increase the value of their homes. Demand for the Company's increasingly diverse line of other home products—such as our premium Vermont Castings barbecues, Dyna-Glo indoor and outdoor space heaters and our counter-seasonal line of Victoria Garden accessories—is poised for growth thanks to the same demographic fundamentals.



Source: The Conference Board, 2000



- CFM's expanding line of quality home products is benefitting from the rise of the over-40 age demographic segment, which not only commands the bulk of the population's disposable income, but also sets lifestyle trends. Among those trends are a steady move toward larger homes, an increase in the number of hearth products per home, a desire to spend more leisure time at home with families and rising expectations for convenience.

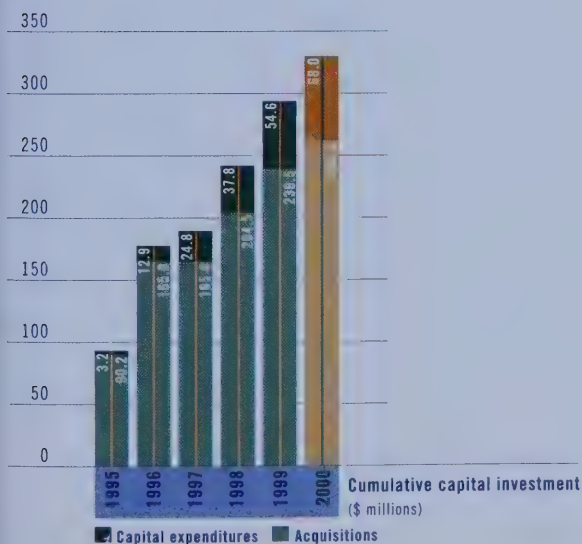




# Industry consolidation will continue to work in our favour



April 1987	Company founded.
November 1993	CFM builds a state-of-the-art manufacturing facility in Mississauga, Ontario.
March 1994	Initial Public Offering.
September 1995	CFM expands presence in U.S. market through the \$97 million acquisition of Majestic.
May 1996	Hearth product line expanded with the \$76 million acquisition of Vermont Castings.
November 1997	Patented Insta-Flame technology introduced to Vermont Castings products.
January 1998	The acquisition of Harris Systems extends our reach into growing mass merchant retail channels.
August 1998	CFM establishes a presence in the U.K. through the acquisition of Kinder Fires.
September 1999	The completion of Kinder's new facility at Stoke-on-Trent quadruples U.K. production capacity.
September 1999	CFM takes a leadership position in the space heating business with the acquisition of RMC International.
November 1999	CFM extends its hearth accessories offering and enters the counter-seasonal garden accessories market with the acquisition of Jomoco Products.
January 2000	CFM launches a new line of premium Vermont Castings grills.



CFM's sales and EBITDA have increased at compound annual growth rates of 22% and 30% respectively, in the past five years. That exceptional performance has been fuelled by more than \$260 million in acquisitions, all of which have significantly expanded our product lines and distribution, while contributing to a pre-tax earnings margin that has increased from 4% to 12.8% between 1996 and 2000. CFM is one of the few hearth manufacturers with the scale and financial resources to take advantage of continuing acquisition opportunities. Our expanding barbecue, space heater and garden accessory lines offer similar growth potential—through acquisition and market penetration—as the number of home product manufacturers and vendors continues to consolidate.

### Overview

CFM produced record revenues and earnings in fiscal 2000. After lower than expected growth early in the year in the core hearth markets, the Company benefitted from strong growth in the mass merchant channel and new product introductions. Operating cost control and the benefits of the business realignment undertaken in 1999 contributed to record earnings for the year. At the end of the fiscal year, the Company was well positioned for continued growth through increasing product sales to a diversified distribution base.

### Introduction

*The following management's discussion and analysis ("MD&A") provides a review of important events, results of operations and the financial position of CFM Majestic Inc. ("CFM Majestic", "CFM" or the "Company") for the year ended September 30, 2000 ("2000"), in comparison with those for the year ended October 2, 1999 ("1999"). This discussion should be read in conjunction with the consolidated financial statements for 2000 and the accompanying notes.*





This MD&A contains forward-looking statements. These forward-looking statements, by their nature, necessarily involve risks and uncertainties that could cause actual results to differ materially from those contemplated by these forward-looking statements. CFM Majestic considers the assumptions on which these forward-looking statements are based to be reasonable at the time they were prepared, but cautions the reader that these assumptions regarding future events, many of which are beyond the control of CFM Majestic, may ultimately prove to be incorrect. Factors which could cause actual results or events to differ materially from current expectations are discussed on pages 19 and 20 under "Risk and Uncertainties".

## Results of Operations

### Sales

CFM's consolidated sales increased 7% to a record \$381.9 million in fiscal 2000, compared to \$355.7 million in 1999. Contributions to the Company's sales growth in the year included:

- Strong acceptance of new product introductions in the retrofit hearth market in the United States.
- Strong initial year market placement for the Company's new Vermont Castings gas grills.
- Market share gains for the Company's electric fireplace product as a result of expanded distribution channels for this product.
- Continued sales growth from the CFM Kinder division in the U.K.
- Growth in sales of our indoor and outdoor space heating products in the mass merchant channels.

These positive achievements were partially offset by:

- A slowdown in new home starts throughout North America.
- The Company's decision to cease supply to a large distributor following a change in their ownership.
- Lower demand in the Company's hearth dealer and distribution markets in the early part of the year, in part precipitated by record warm fall and winter temperatures.
- Reduced sales to the Company's North American gas utility customers due to changes in their buying practices.

### Gross Profit

Gross profit increased by \$14.0 million or 11% to \$137 million in the year. As a percentage of sales, gross profit reached a record 35.9%, up from 34.6% the year before.

The improvement in the year was a result of:

- Manufacturing cost savings achieved at the Company's Chicago, Illinois operation resulting from the counter-seasonal impact of garden product production.
- Manufacturing efficiencies at the Company's Mississauga, Ontario location resulting from increased volumes of new products.
- Full year of sales from the Company's indoor and outdoor heater line with significant growth in European heater sales.

### Selling and Administrative Expenses

Selling and administrative ("SG&A") expenses at \$59.6 million increased \$7.0 million or 13% from 1999.

A large portion of the increase can be attributed to a full year of expenses from acquisitions that took place in the fourth quarter of 1999. Operating expenses of the CFM Kinder operation in the U.K. also increased to support the continued sales growth.

### Research and Development

The Company's R&D program continues to deliver new and improved products to market. CFM continued its commitment to market-focused R&D with fiscal 2000 investment reaching \$5.3 million or 1.4% of net sales, a 30% increase over fiscal 1999.

During the year, the Company successfully launched a number of new products, resulting in incremental revenue in the year. These included: the launch of the new line of Vermont Castings gas grills, expansion and improvement in the electric fireplace product, development of non-catalytic wood stoves and continued introduction of gas fireplace products.

### EBITDA and EBIT

Growth in earnings before interest, taxes, depreciation and amortization ("EBITDA") and earnings before interest and taxes ("EBIT") exceeded top line sales growth in the year.

EBITDA before restructuring and other costs increased 9% to \$72.0 million in 2000, from \$66.3 million in 1999. EBITDA margins improved to 18.9% of net sales from 18.6% in 1999 primarily as a result of improving gross margins.

EBIT increased 10% to \$56.3 million. EBIT margins increased to 14.7% in the year from 14.4% in 1999. This improvement is due to lower depreciation expense resulting from the redundant capital asset write-offs in 1999. Goodwill amortization before tax increased by \$1.7 million to \$6.7 million due to the full year impact of the acquisitions completed late in fiscal 1999.

### Interest Expenses

Net interest expense increased by \$2.8 million to \$7.2 million in 2000. The increase in interest expense relates to a full year impact from the debt incurred to finance acquisitions completed in the fourth quarter of 1999.

### Basic Earnings per Share

Basic earnings per share before restructuring and other costs increased 5% to \$0.82 from \$0.78 in 1999 as a result of a 3.6% increase in net income and a 1.3% decrease in the weighted average number of basic shares outstanding. The weighted average number of shares declined to 41,397,710 as of September 30, 2000 as a result of repurchases of shares under the Company's normal course issuer bid.

### Fiscal 1999 Restructuring and Other Costs

The Company's rapid growth, recent acquisitions and future business plans created an opportunity in 1999 to streamline operations and eliminate redundant assets. Identified assets were written down and any associated costs were provided for. In addition to this business realignment, the Company incurred legal costs in 1999 at a significantly higher level than normal, related primarily to the defense of two simultaneous patent infringement claims in the United States. These business restructuring and other costs amounted to \$23.0 million and are detailed below:

Facility rationalization, severance and other realignment expenditures	\$ 16.4 million
Legal costs	\$ 4.4 million
CFM Harris Systems realignment costs	\$ 2.2 million

The activities carried out to effect this realignment were completed by March 31, 2000. Of the total charge of \$23 million, non-cash items amounted to \$16.4 million.

Operating benefits resulting from the realignment include a more effective centralized customer service capability based on efficient order taking, manufacturing, planning and distribution operations. The Company's centralized information technology capability supports this central management approach and will offer further operating costs and improvement opportunities in the future.

### Financial Position, Liquidity and Capital Resources

During 2000, the Company generated \$57.9 million in cash flow from operations before changes in non-cash working capital, an increase of 27% from the \$45.7 million generated in 1999. The Company's historical seasonal cash flow pattern continued in fiscal 2000. The peak investment in working capital occurs during the Company's 4th quarter. Cash from operations is generated primarily in the 1st and 2nd quarters. Non-cash working capital requirements increased for the year by \$15.1 million to \$26.5 million. Investment in inventory was up \$11.0 million representing a pre-season ramp up of the Company's gas grill program, with production commencing in the first quarter of fiscal 2001, as well as the Company's increased commitment to work in process inventory in the electrical fireplace products. Accounts receivable increased approximately \$9.0 million at September 30, 2000 versus October 2, 1999. The increase in receivables reflects the timing of our revenues with September 2000 representing a record sales month for the Company. After funding our working capital requirements, operating activities provided cash of \$31.4 million.

The Company reinvested this cash flow in its future growth. In total, the Company invested \$31.7 million in 2000. The acquisition of Jomoco and another \$3.0 million investment in a joint venture in the year totalled \$22.7 million. The Company also invested \$13.4 million in new property, plant and equipment and received \$4.4 million from the sale of redundant assets.



The Company's net debt increased by \$23.4 million to \$132.4 million reflecting the residual over operating cash flows of the amounts required to fund capital expenditures, Jomoco acquisition costs and \$20.8 million of cash utilized in our issuer bid program. During the year, the Company successfully completed the arrangement of a \$235 million syndicated unsecured banking facility. The Company is capitalized with net debt to total capital employed of 35.2% versus 32.6% at October 2, 1999. Our expectation for 2001 is that we will be able to complete our issuer bid and fund our capital expenditures program and the anticipated US\$15.0 million final contingent payment in connection with the RMC acquisition. This will provide approximately \$100 million in available capital for future investments and acquisitions.

With the objective of maximizing return on capital employed, the Company repurchased and cancelled 2,959,100 common shares during the year for \$20.8 million. The Company has renewed its normal course issuer bid under which it can repurchase up to 2,987,000 additional common shares by September 26, 2001. As at December 14, 2000 the Company had repurchased 1,221,100 shares at an average price of \$6.53.

Shareholders' equity increased by \$17.7 million or 8% to \$243.5 million over 1999 with net book value per share increasing to \$6.16, up 16% from \$5.33 in 1999. Net earnings for the year added \$33.8 million to shareholders' equity. The purchase and cancellation of common shares under the issuer bid decreased shareholders' equity by \$20.8 million. A \$4.1 million increase in cumulative currency translation adjustment was due to the strengthening of the U.S. dollar against the Canadian dollar in the year.

### **Risk and Uncertainties**

The Company is subject to a number of the usual risks associated with operating in a durable consumer products industry. The Company manufactures a line of hearth, heating and barbeque products and accessories for the North American and U.K. markets. Demand for these products is affected by the general state of the economy, including the level of housing starts and consumer spending on home renovations and remodelling, and the weather. The Company seeks to minimize the effect of these short-term variances by geographic and product-line and distribution-channel diversification.

A substantial portion of the Company's products is based on gas-fuelled products. Major changes in the prices of natural gas, propane or kerosene may affect the markets for the Company's products.

In the normal course of business, the Company monitors the financial condition of its customers and reviews on a regular basis the credit history of each new customer. The Company establishes an allowance for doubtful accounts that corresponds to the specific credit risk of its customers, historical trends and economic circumstances. The Company does not believe that it is exposed to an unusual level of customer credit risk.

An increasing proportion of the Company's revenues are generated from mass merchant customers. There is a trend to increased concentration in the mass merchant channel through continued retailer consolidation. In future, as the Company's sales to this type of customer grow, the risk increases that loss of revenue from one or more of these customers could adversely affect the Company's operating results.

As the Company continues to expand the scope of its activities in foreign markets, it becomes exposed to a greater degree of foreign exchange risk. The Company has exposure to exchange rate changes as a result of its net investment in foreign subsidiaries. The U.S. and U.K. operations are considered self-sustaining foreign operations for financial reporting purposes. Gains or losses on translation of the Company's net investment in foreign subsidiaries are recorded as a separate item of shareholders' equity.

Any weakening in the value of the U.S. dollar or British pound against the Canadian dollar would result in lower revenue and earnings for the Company when stated in Canadian dollars.

The Company also imports certain products from South Korea. While these purchases are denominated in U.S. dollars, the Company is subject to adjustments in product pricing, either favourable or unfavourable, depending on the relationship of the Korean won and the U.S. dollar. Significant strengthening of the Korean won could result in lower earnings for the Company.

The Company's Canadian operations utilize raw materials purchased in U.S. dollars. A substantial portion of the foreign exchange exposure on these purchases is offset by a corresponding revenue stream obtained from sales of products manufactured in Canada and sold into the United States. U.S. denominated debt allows the Company to mitigate the currency translation effects on these operations. The Company continues to monitor foreign exchange rates and their impact on the balance sheet and structures borrowings that are efficient on an economic and tax basis.

While not currently a party to any exchange hedging instruments, if deemed necessary, the Company may enter into such arrangements in the future. Most of the Company's interest bearing debt is floating rate, based upon prime rate based loans, Bankers' Acceptances, LIBOR loans or any combination thereof. Interest bearing debt was \$148.8 million at September 30, 2000.

Due to the nature of the Company's manufacturing operations, environmental laws and regulations have not had, and are not expected to have, a significant impact on operations.

### Quarterly Financial Results

(in thousands of dollars, except per share amounts)

	Q1		Q2		Q3		Q4		Full Year	
	2000	1999	2000	1999	2000	1999	2000	1999	2000	1999
Sales	107,363	101,742	64,808	62,677	89,142	78,213	120,587	113,110	381,900	355,742
Net income before restructuring and other costs	11,256	11,590	2,484	2,483	7,349	6,506	12,693	12,031	33,782	32,610
Net income	11,256	11,590	2,484	2,483	7,349	6,506	12,693	(4,092)	33,782	16,487
<b>Per share</b>										
<b>Basic</b>										
Earnings before restructuring and other costs	0.27	0.28	0.06	0.06	0.18	0.16	0.31	0.28	0.82	0.78
Net income	0.27	0.28	0.06	0.06	0.18	0.16	0.31	(0.11)	0.82	0.39
<b>Fully diluted</b>										
Earnings before restructuring and other costs	0.26	0.27	0.06	0.06	0.18	0.16	0.30	0.28	0.80	0.77
Net income	0.26	0.27	0.06	0.06	0.18	0.16	0.30	(0.11)	0.80	0.38

### Outlook

The Company is well positioned for future growth opportunities. With a broad portfolio of products in the hearth, space heating and barbeque markets, the Company is positioned to expand geographically and within existing channels of distribution. Continued commitment to technological innovation to drive the convenience, aesthetics, and functionality of consumer home products will be a sustaining element in the Company's future.

The Company has the financial capacity to continue growth through acquisition and we have demonstrated our capability to rapidly assimilate acquired companies and reposition them for future growth. We expect a stable consumer products economic environment in fiscal 2001 and believe that continued consolidation will be possible. We intend to maximize our market position and maintain focus on operating profitability so that we have sufficient resources to finance our future growth.



## Management's Responsibility for the Financial Statements

The accompanying consolidated financial statements of **CFM Majestic Inc.** have been prepared by management in accordance with generally accepted accounting principles consistently applied. The significant accounting policies, which management believes are appropriate for the Company, are described in note 1 to the consolidated financial statements. The financial information contained elsewhere in this Annual Report is consistent with that in the consolidated financial statements.

Management is responsible for the integrity and objectivity of the consolidated financial statements. Estimates are necessary in the preparation of these statements and, based on careful judgements, have been properly reflected. The Company's accounting procedures and related systems of internal control are designed to provide reasonable assurance that its assets are safeguarded and its financial records are reliable.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal control. The Audit Committee of the Board is responsible for reviewing the annual consolidated financial statements and reporting to the Board, making recommendations with respect to the appointment and remuneration of the Company's Auditors and reviewing the scope of the audit. Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards and applicable laws and maintaining proper standards of conduct for its activities.



**Colin Adamson,**  
Chairman and CEO



**Jim Lutes,**  
President and COO

### Auditors' Report

To the Shareholders of  
**CFM Majestic Inc.**

We have audited the consolidated statements of financial position of **CFM Majestic Inc.** as at September 30, 2000 and October 2, 1999 and the consolidated statements of operations and retained earnings and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in Canada. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2000 and October 2, 1999 and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in Canada.



Toronto, Canada,  
November 10, 2000

Chartered Accountants

## Consolidated Statements of Operations and Retained Earnings

(in thousands of dollars except earnings per share)

	For the year ended September 30, 2000 \$	For the year ended October 2, 1999 \$
<b>Sales</b>	<b>381,900</b>	<b>355,742</b>
Cost of sales	244,893	232,695
<b>Gross profit</b>	<b>137,007</b>	<b>123,047</b>
<b>Expenses</b>		
Selling and administrative	59,647	52,621
Research and development	5,348	4,117
Depreciation and amortization	9,051	10,019
Interest income	(942)	(443)
Interest expense	8,187	4,869
	<b>81,291</b>	<b>71,183</b>
Income before the undernoted items	55,716	51,864
Restructuring and other costs (note 12)	—	23,005
Income before income taxes and amortization of goodwill	55,716	28,859
Income taxes (note 9)	17,273	8,720
Income before amortization of goodwill	38,443	20,139
Amortization of goodwill (2000 — net of tax of \$2,016; 1999 — \$1,355)	4,661	3,652
<b>Net income for the year</b>	<b>33,782</b>	<b>16,487</b>
Retained earnings, beginning of year	71,507	57,935
Share issuance costs (1999 — net of taxes of \$100) (note 5b)	—	(160)
Options repurchased (1999 — net of taxes of \$641) (note 7)	—	(1,032)
Premium on redemption of common shares (note 7)	(10,824)	(1,723)
<b>Retained earnings, end of year</b>	<b>94,465</b>	<b>71,507</b>
<b>Earnings per share (note 11)</b>	<b>\$0.82</b>	<b>\$0.39</b>
<b>Earnings per share before goodwill amortization</b>	<b>\$0.93</b>	<b>\$0.48</b>
<b>Fully diluted earnings per share (note 11)</b>	<b>\$0.80</b>	<b>\$0.38</b>

See accompanying notes



# Consolidated Statements of Financial Position

(in thousands of dollars)

As at September 30, 2000 and October 2, 1999

	2000 \$	1999 \$
<b>Assets</b>		
<b>Current</b>		
Cash and cash equivalents	16,473	7,561
Accounts receivable	108,155	97,362
Income taxes recoverable	3,459	—
Inventory (note 3)	73,950	61,858
Prepaid and other expenses	1,868	1,166
Future income taxes	7,272	13,186
<b>Total current assets</b>	<b>211,177</b>	<b>181,133</b>
Capital assets, net (note 4)	81,572	79,059
Future income taxes	879	1,281
Deferred financing costs and other assets	3,103	1,890
Goodwill, net	155,517	155,057
	<b>452,248</b>	<b>418,420</b>
<b>Liabilities and shareholders' equity</b>		
<b>Current</b>		
Bank indebtedness	7,540	3,385
Accounts payable and accrued liabilities (note 5a)	45,658	63,352
Current portion of long-term debt (note 6)	15,518	36,236
Income taxes payable	—	350
Future income taxes	95	144
<b>Total current liabilities</b>	<b>68,811</b>	<b>103,467</b>
Long-term debt (note 6)	125,779	76,947
Future income taxes	13,968	11,934
<b>Total liabilities</b>	<b>208,558</b>	<b>192,348</b>
Minority interest	237	366
Contingencies and commitments (notes 5 and 10)		
<b>Shareholders' equity</b>		
Share capital (note 7)	133,549	142,833
Retained earnings	94,465	71,507
Cumulative translation adjustment (note 8)	15,439	11,366
<b>Total shareholders' equity</b>	<b>243,453</b>	<b>225,706</b>
	<b>452,248</b>	<b>418,420</b>

See accompanying notes

On behalf of the Board:

*W.T. Collins*

Director

*Richard J. ...*

Director

# Consolidated Statements of Cash Flows

(in thousands of dollars)

	For the year ended September 30, 2000 \$	For the year ended October 2, 1999 \$
<b>Cash flows from operating activities</b>		
Net income for the year	33,782	16,487
Add (deduct) items not involving cash		
Depreciation and amortization	15,728	15,026
Future income taxes	9,147	(2,167)
(Gain)/loss on disposal of capital assets	(761)	29
Restructuring and other costs (note 12)	—	16,283
	57,896	45,658
Changes in non-cash working capital		
Accounts receivable	(9,106)	(10,810)
Inventory	(10,932)	(3,952)
Prepaid and other expenses	(701)	273
Other assets	—	(875)
Accounts payable and accrued liabilities	(2,440)	(1,503)
Income taxes (recoverable) payable	(3,343)	5,457
	(26,522)	(11,410)
<b>Cash flows provided by operating activities</b>	<b>31,374</b>	<b>34,248</b>
<b>Cash flows from investing activities</b>		
Acquisitions (note 5a and b)	(22,741)	(35,031)
Purchase of capital assets	(13,413)	(16,786)
Proceeds on disposal of capital assets	4,431	322
<b>Cash flows used in investing activities</b>	<b>(31,723)</b>	<b>(51,495)</b>
<b>Cash flows from financing activities</b>		
Proceeds from non-revolving term facilities	48,747	30,258
Repayment of non-revolving term facilities	(9,728)	(11,500)
Revolving term facility, net	(16,682)	38,804
Bank indebtedness	4,155	(36,867)
Capital leases and other long-term debt	4,182	(449)
Repurchase of common shares (note 7)	(20,812)	(2,357)
Options repurchased (note 7)	—	(1,673)
Issuance of common shares (note 7)	705	276
Deferred financing costs	(1,362)	(358)
<b>Cash flows provided by financing activities</b>	<b>9,205</b>	<b>16,134</b>
Effect of foreign currency translation on cash and cash equivalents	56	(221)
<b>Net increase (decrease) in cash and cash equivalents     during the year</b>	<b>8,912</b>	<b>(1,334)</b>
Cash and cash equivalents, beginning of year	7,561	8,895
<b>Cash and cash equivalents, end of year</b>	<b>16,473</b>	<b>7,561</b>
<b>Supplementary cash flow information</b>		
Cash taxes paid	10,073	928
Cash interest paid	7,917	3,772

See accompanying notes



## Notes to Consolidated Financial Statements

September 30, 2000  
(in thousands of dollars)

### 1 Nature of Operations

CFM Majestic Inc. (the "Company") is amalgamated under the laws of the Province of Ontario. The Company is a leading vertically integrated manufacturer of hearth products and related accessories in North America and the United Kingdom. The Company designs, develops, manufactures and distributes a complete line of hearth products, including gas and wood-burning fireplaces, free-standing stoves, gas logs, hearth accessories, indoor and outdoor space heaters and a growing number of outdoor leisure products, and maintains an ongoing program of research and development aimed at continually improving the quality, design, features and efficiency of its products. The Company began operating in 1987 in Mississauga, Ontario and now has seven additional facilities in the United States and one in Stoke-on-Trent, England. In addition, the Company has exclusive manufacturing arrangements with two factories in Korea.

### 2 Significant Accounting Policies

#### Basis of presentation

These consolidated financial statements include the accounts of the Company and its subsidiaries from the dates of their acquisition. All significant intercompany amounts and transactions have been eliminated upon consolidation. Effective in 1999 the Company changed its accounting period from a twelve-month calendar year ending on September 30 to a fifty-two week calendar year ending on the Saturday nearest September 30.

#### Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in Canada requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Management believes that the estimates utilized in preparing its consolidated financial statements are reasonable and prudent; however, actual results could differ from these estimates.

#### Inventory

Inventory is carried at the lower of cost, as determined on a first-in, first-out basis, and market value. Market value is defined as net realizable value for finished goods and work-in-process, and replacement cost for raw materials.

#### Translation of foreign currencies

The accounts of self-sustaining foreign operations are translated into Canadian dollars using the current rate method, under which all assets and liabilities are translated at the exchange rate prevailing at year-end, and revenue and expenses at average rates of exchange during the year. Gains or losses on translation of these account balances are not included in the consolidated statements of operations and retained earnings but are deferred and shown as a separate item of shareholders' equity. Gains or losses on foreign currency loans that are designated as hedges of a net investment in self-sustaining foreign operations are reported in the same manner as translation adjustments.

Foreign currency denominated monetary assets and liabilities of Canadian operations are translated at the exchange rate prevailing at year-end, and revenue and expenses (other than depreciation and amortization) at average rates of exchange during the year. Exchange gains and losses arising on the translation of the accounts are included in income. Non-monetary assets, liabilities and depreciation and amortization are translated at historical rates of exchange. Long-term debt payable in foreign currency is translated at the exchange rate prevailing at the year-end, with the resulting adjustment either included as a separate item in shareholders' equity or amortized over the remaining term of the debt.

#### Deferred financing costs

Deferred financing costs are amortized on a straight-line basis over the remaining term of the corresponding debt.

## Notes to Consolidated Financial Statements

September 30, 2000  
(in thousands of dollars)

### Capital assets

Capital assets are recorded at cost. Depreciation is provided on the original cost less estimated salvage value of buildings and equipment using the straight-line method based on estimated useful lives as follows:

Buildings	31 years
Leasehold improvements	5 years
Machinery and equipment	4 to 20 years
Computer and automotive equipment	4 to 7 years
Office furniture and equipment	10 years

Depreciation commences on capital assets under construction once the construction has been completed. Assets held for disposal are recorded at the lower of cost and net realizable value.

### Revenue recognition

Revenue from sales of manufactured products is recognized either at the date of shipment or delivery, depending on the shipping terms. Commission revenue is earned when an exclusive manufacturer ships product directly to the customer.

### Research and development

Research and development costs are expensed as incurred unless the development costs meet the criteria for deferral. Investment tax credits relating to qualifying scientific research and experimental development expenses are included in net income for the year on the same basis as the related expenditures charged to operations.

### Goodwill

Goodwill comprises the excess of cost over fair values of the underlying net assets acquired and is amortized over 25 years. On an ongoing basis, management reviews the valuation and amortization of goodwill, taking into consideration any events and circumstances which may impair the recorded amount. An impairment in goodwill is determined by comparing the projected future cash flows using a discount rate reflecting the Company's average cost of funds to the recorded amount.

### Stock based compensation plan

No compensation expense is recognized when stock options are issued to employees. Any consideration paid by employees on exercise of stock options or purchase of stock is credited to share capital. If stock options are repurchased from employees, the excess of the market value of the stock at time of repurchase over the exercise price is charged to retained earnings.

### Income taxes

In the year ended September 30, 2000, the Company retroactively adopted the liability method of tax allocation for accounting for income taxes as provided for in the new recommendation of The Canadian Institute of Chartered Accountants. Under the liability method of tax allocation, future tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities and are measured using the substantially enacted tax rates and laws that will be in effect when the differences are expected to reverse. Previously, the Company followed the allocation method of accounting for income taxes. As permitted under the new rules, prior year financial statements have not been restated. There was no material impact on the fiscal 2000 consolidated financial statements or on the opening retained earnings for fiscal 2000 as a result of the application of the new standards.



### Financial instruments

The following methods and assumptions were used in estimating the fair values of financial instruments:

Current financial assets and liabilities: Terms are such that their carrying amounts approximate fair values.

Variable rate bank facilities: The carrying amounts of variable rate debt approximate fair value because the rates are reflective of the current market.

Committed long-term bank facilities and capital lease obligations: Fair values are estimated using discounted cash flow analysis based on current incremental borrowing rates for similar borrowing arrangements.

### Credit risk

The Company's financial assets that are exposed to credit risk consist primarily of cash and cash equivalents and accounts receivable.

Cash and cash equivalents which consist of short-term investments, primarily overnight deposits, are invested with recognized Canadian and U.S. banks.

The Company sells products to a diverse group of customers within the hearth products and accessories industry thereby mitigating any concentration of credit risk.

## 3 Inventory

Inventory consists of the following:

	2000	1999
	\$	\$
Raw materials	26,926	23,261
Work-in-process	11,253	10,442
Finished goods	35,771	28,155
	<u>73,950</u>	<u>61,858</u>

## 4 Capital Assets

Capital assets consist of the following:

	2000	
	Cost	Accumulated depreciation
	\$	\$
Land	4,042	—
Buildings	27,897	3,182
Leasehold improvements	6,867	618
Machinery and equipment	62,481	24,980
Computer equipment	9,263	4,514
Automotive equipment	1,352	655
Office furniture and equipment	4,046	1,295
Capital assets under construction	868	—
	<u>116,816</u>	<u>35,244</u>

	Net book value
	\$
Land	4,042
Buildings	24,715
Leasehold improvements	6,249
Machinery and equipment	37,501
Computer equipment	4,749
Automotive equipment	697
Office furniture and equipment	2,751
Capital assets under construction	868
	<u>81,572</u>

## Notes to Consolidated Financial Statements

September 30, 2000  
(in thousands of dollars)

	Cost	1999 Accumulated depreciation	Net book value
	\$	\$	\$
Land	4,087	—	4,087
Buildings	28,035	2,455	25,580
Leasehold improvements	4,186	295	3,891
Machinery and equipment	53,105	21,232	31,873
Computer equipment	8,440	3,201	5,239
Automotive equipment	1,398	728	670
Office furniture and equipment	5,326	1,891	3,435
Capital assets under construction	507	—	507
Assets held for disposal	3,777	—	3,777
	<u>108,861</u>	<u>29,802</u>	<u>79,059</u>

### 5 Acquisitions

#### a) Jomoco Products Company

Effective August 1, 1999, the Company acquired substantially all of the net assets of Jomoco Products Company ("Jomoco") for cash consideration of \$16,117. Additional cash consideration of US\$2,500 was paid on April 1, 2000 as Jomoco achieved an earnings target for the calendar year 1999. The additional consideration of US\$2,500 was allocated to goodwill in fiscal 2000.

Jomoco, located in Tulsa, Oklahoma, is a manufacturer of fireplace chimney caps, hearth accessories and garden accessories. The acquisition was accounted for using the purchase method with the purchase price allocated to net identifiable assets at their fair value, as detailed below. Liabilities assumed include planned integration costs of \$2,058. Of this amount \$1,005 remains as at September 30, 2000. The results of operations of Jomoco are included in the Company's consolidated statement of operations for the period since acquisition. The acquisition is summarized as follows:

	\$
Total assets	4,273
Goodwill	16,571
Less liabilities assumed	(4,727)
<b>Net assets acquired</b>	<u>16,117</u>

The cash consideration of \$16,117 was paid on November 4, 1999 and accordingly was included in accrued liabilities as at October 2, 1999.

#### b) RMC International Ltd.

Effective July 1, 1999, the Company acquired substantially all of the net assets of RMC International Ltd. ("RMC") for cash consideration of \$37,643 and 564,528 common shares of the Company valued at \$7,480. Additional cash consideration not to exceed US\$15,000 will be paid if RMC achieves an earnings target for the calendar year 2000.

RMC, located in Denver, Colorado, is an importer of indoor and outdoor space heating products. The acquisition was accounted for using the purchase method with the purchase price allocated to net identifiable assets at their fair value, as described on the following page. The results of operations of RMC are included in the Company's consolidated statement of operations for the period since acquisition.



The acquisition is summarized as follows:

	\$
Total assets	13,355
Goodwill	39,222
Less liabilities assumed	(7,454)
<b>Net assets acquired</b>	<b>45,123</b>

The cash component of the acquisition was financed by bank debt.

#### c) Harris Systems Inc.

Effective November 1, 1997, the Company acquired substantially all of the net assets of Harris Systems Inc. for cash consideration of \$37,430. Harris Systems Inc., which is located in Skokie, Illinois, is a manufacturer of hearth product accessories, including gas log sets, glass doors and screens and mantles servicing home centres and mass merchants throughout North America. The acquisition was accounted for using the purchase method with the purchase price allocated to net identifiable assets at their fair value. Liabilities assumed at the time included \$5,637 planned restructuring costs associated with relocating the Company's existing gas log operation from Anaheim, California to Skokie, Illinois. In 1999, the Company incurred additional unexpected integration costs. These costs amounted to \$2,250 and have been classified as restructuring costs (note 12). As at October 2, 1999, all integration costs had been paid.

## 6 Long-term Debt

Long-term debt consists of the following:

	2000 \$	1999 \$
Non-revolving term credit facility currently advanced at fixed rates not exceeding 180 days (1999 – 90 days) with a weighted average rate of 7.28% (1999 – 5.64%) repayable over quarterly instalments beginning September 30, 2000 to be fully paid by July 31, 2005. Included in this amount was U.S. dollar debt of \$9,299 and U.K. pound sterling of GBP 2,050. Amounts outstanding at October 2, 1999 were repaid as scheduled during the fiscal year.	75,972	5,978
A bridge loan facility at U.S. prime rate under which the Company may borrow up to \$65,000, maturing on November 30, 2000 (1999 – US\$20,500). This facility was paid in fiscal 2000.	—	30,258
Revolving operating loans currently advanced at fixed rates not exceeding 180 days (1999 – 90 days) with a weighted average rate of 7.11% (1999 – 6%) under which the Company may borrow up to \$100,000 (1999 – \$95,000). Letters of credit totalling \$6,244 (1999 – \$7,606) have been issued against this facility. Included in this amount was U.S. dollar debt of nil (1999 – \$23,756). The credit facility expires on July 27, 2005 (1999 – January 31, 2002).	52,660	75,864
Revolving term credit facility of up to \$50,000 advanced at fixed rates and/or floating rates not exceeding 180 days with a weighted average rate of 7.13%. If the credit facility is not extended by July 26, 2001, all undrawn advances will be cancelled and the drawn portion will become a term loan repayable in quarterly instalments to be fully paid by July 27, 2005.	7,400	—
Capital lease obligations and other long-term debt bearing interest at 7.13% (1999 – 6.45%).	5,265	1,083
	141,297	113,183
Less current portion	15,518	36,236
	<u>125,779</u>	<u>76,947</u>

## Notes to Consolidated Financial Statements

September 30, 2000  
(in thousands of dollars)

Effective July 27, 2000 the Company entered into a new syndicated banking facility. All outstanding debt under the previous credit facility was repaid. As at September 30, 2000 the Company's total available line of credit was \$231,000 (1999 – \$150,000).

Bank debt is available in Canadian and U.S. dollars and U.K. pounds sterling by way of prime rate based loans, Bankers' Acceptances, LIBOR loans or any combination thereof. The U.S. prime rate as at September 30, 2000 was 9.5% (1999 – 8.25%). Fair values of the committed long-term facilities and capital lease obligations are not materially different than the carrying value.

The Company had provided a third party guarantee expiring on May 13, 2003 in respect of a line of credit totalling US\$10,000. As at September 30, 2000, the Company had no further obligation under this arrangement.

The bank credit agreement includes certain restrictive covenants and undertakings by the Company and its subsidiaries. The Company is in compliance with all covenants and undertakings.

The future minimum annual principal repayments of long-term debt over the next five years and thereafter are as follows:

	\$
2001	15,518
2002	16,543
2003	16,526
2004	16,661
2005	72,124
Thereafter	3,925
	<u>141,297</u>

### 7 Share Capital

The Company's authorized capital consists of an unlimited number of common shares without nominal or par value.

#### a) Issued and outstanding

	Number of shares (in thousands)	Amount \$
<b>Balance September 30, 1998</b>	41,915	135,691
Options exercised	46	276
Employee share purchase (i)	2	22
RMC acquisition (note 5)	565	7,480
Shares repurchased and cancelled (ii)	(196)	(636)
<b>Balance October 2, 1999</b>	42,332	142,833
Options exercised	144	607
Employee share purchase (i)	15	98
Shares repurchased and cancelled (ii)	(2,959)	(9,989)
<b>Balance September 30, 2000</b>	<u>39,532</u>	<u>133,549</u>

(i) The Company has established an Employee Share Purchase Plan ("ESPP") in order to encourage employees to participate in the growth and development of the Company. Annually, all eligible employees may contribute to the plan an amount up to 20% of their aggregate base cash compensation received in the previous year. Throughout the year, the administrator, on behalf of each participating employee, purchases shares from the Company at market price less a 15% discount. Employees can sell 85% of these share accounts at any time. The remaining 15% of employee share accounts vest equally over four quarters after the quarter in which shares were purchased. During fiscal 2000, 15,223 (1999 – 2,057) shares were issued under the ESPP for \$98 (1999 – \$22).



(ii) On September 27, 2000, the Company renewed its Normal Course Issuer Bid enabling it to make market purchases of up to 2,987,000 of its common shares during the next twelve-month period. As at September 30, 2000 no shares had been repurchased.

On September 25, 1999, the Company filed a Normal Course Issuer Bid enabling it to make market purchases of up to 3,000,000 of its common shares during the next twelve-month period. As at September 24, 2000, the expiry date of the Normal Course Issuer Bid, a total of 2,959,100 shares had been repurchased and cancelled at an average price of \$7.02. Details of such repurchases are as follows:

Date of Purchase	Number of Shares Purchased	Price Paid per Share \$
November 9, 1999	10,000	9.00
December 2, 1999	532,900	7.25
January 21, 2000	7,500	7.25
January 28, 2000	96,600	7.00
February 7, 2000	10,000	7.4375
June 7, 2000	330,000	6.9790
June 20, 2000	516,200	6.7427
July 11, 2000	262,900	6.5039
July 12, 2000	18,400	6.00
July 13, 2000	48,700	6.00
July 27, 2000	494,300	6.8767
July 28, 2000	21,700	7.00
August 14, 2000	71,100	7.2230
August 17, 2000	12,100	7.5827
August 18, 2000	158,200	7.50
August 22, 2000	88,600	7.50
September 8, 2000	113,900	7.2445
September 14, 2000	107,000	7.25
September 22, 2000	59,000	7.00
	<u>2,959,100</u>	

On September 25, 1998, the Company renewed its Normal Course Issuer Bid enabling it to make market purchases of up to 3,000,000 of its common shares during the next twelve-month period. As at September 24, 1999, the expiry date of the Normal Course Issuer Bid, a total of 196,350 shares had been repurchased and cancelled at an average price of \$11.98.

Details of fiscal 1999 repurchases are as follows:

September 3, 1999	55,250 shares were repurchased at \$11.942
September 10, 1999	11,100 shares were repurchased at \$12.00
September 14, 1999	130,000 shares were repurchased at \$12.00
	<u>196,350</u>

#### b) Stock options

Under the terms of the Option Plan, all options are granted for a term of seven years commencing on the date of grant. All options granted prior to January 10, 2000 are exercisable six years and three hundred and sixty days from the date upon which such options were granted. For all options granted after January 10, 2000, one-third of such options will become exercisable as of each of the first, second and third anniversaries, respectively, of the date such options are granted.

Options granted prior to September 15, 1999, may vest early if certain stock price performance criteria are met, being, one-third of the options granted in each fiscal year will become exercisable as of the first day of each of the three immediately following fiscal years, provided that the cumulative percentage increase in the market value of the common shares of the Company since the first day of the fiscal year in which the options were granted has been at least equal to 110% the cumulative increase of the Toronto Stock Exchange 300 Index during the same period.

## Notes to Consolidated Financial Statements

September 30, 2000  
(in thousands of dollars)

Under the Option Plan, the Company is authorized to issue a maximum of 5,624,500 common shares. As at September 30, 2000, a total of 1,969,889 common shares is available for future grants and options.

A summary of the status of the Option Plan as of September 30, 2000 and October 2, 1999, and changes during the years ended on these dates are presented below:

	Number outstanding	Weighted average price \$	Number of vested options
<b>Outstanding at September 30, 1998</b>	1,114,597	8.56	808,219
Granted	357,000	7.80	
Exercised	(46,267)	5.97	
Cancelled	(242,785)	11.46	
Repurchased	(241,267)	5.73	
<b>Outstanding at October 2, 1999</b>	941,278	8.38	507,283
Granted	1,993,000	7.88	
Exercised	(144,000)	4.22	
Cancelled	(87,668)	9.26	
<b>Outstanding at September 30, 2000</b>	<b>2,702,610</b>	<b>8.20</b>	<b>339,949</b>

The following table summarizes information about stock options outstanding at September 30, 2000:

Common shares to be issued #	Exercise price \$	# of common shares exercisable	Expiry date
22,400	4.00	22,400	February 16, 2003
5,266	5.875	5,266	May 17, 2003
209,932	8.375	209,932	November 27, 2003
212,012	12.625	—	October 1, 2004
307,000	7.80	102,351	October 1, 2005
707,000	11.25	—	October 4, 2006
1,239,000	6.25	—	July 26, 2007

Under the terms of the Option Plan, no options were repurchased during fiscal 2000 (1999 – 241,267 options were purchased for cash of \$1,673).

### 8 Cumulative Translation Adjustment

For the year ended September 30, 2000, the change in the cumulative translation adjustment balance on self-sustaining foreign operations, net of foreign exchange losses on long-term debt designated as hedges, was \$4,073, relating primarily to the strengthening of the U.S. dollar against the Canadian dollar during the year.

### 9 Provision for Income Taxes

#### a) Rate reconciliation

The Company's effective income tax rates for the years ended September 30, 2000 and October 2, 1999 are derived as follows:

	2000 %	1999 %
Combined Canadian federal and provincial tax rate	44.64	44.66
Manufacturing and processing profits deduction	(0.19)	(5.98)
Income taxes at different rates in foreign jurisdictions	(14.78)	(10.96)
Permanent and other	1.44	3.16
	<b>31.11</b>	<b>30.88</b>



**b) Provision for (recovery of) income taxes**

The components of income before income taxes by jurisdiction are as follows:

	2000	1999
	\$	\$
Income before income taxes and amortization of goodwill	55,716	28,859
Amortization of goodwill, net of tax	(4,661)	(3,652)
Income tax on amortization of goodwill	(2,016)	(1,355)
Income before income taxes	49,039	23,852
Domestic	(1,076)	13,652
Foreign	50,115	10,200
	<u>49,039</u>	<u>23,852</u>

The provision for (recovery of) income taxes consists of the following:

	2000	1999
	\$	\$
Income taxes before the undernoted	17,273	8,720
Income tax on amortization of goodwill	(2,016)	(1,355)
Income taxes	15,257	7,365
Current	5,542	9,895
Future	9,715	(2,530)
	<u>15,257</u>	<u>7,365</u>

The details of the provision for current income taxes are as follows:

	2000	1999
	\$	\$
Canadian federal taxes	—	4,283
Provincial taxes	—	2,434
Foreign taxes	5,542	3,178
	<u>5,542</u>	<u>9,895</u>

The details of the provision for (recovery of) future income taxes are as follows:

	2000	1999
	\$	\$
Canadian federal taxes	—	(512)
Provincial taxes	—	(292)
Foreign taxes	9,715	(1,726)
	<u>9,715</u>	<u>(2,530)</u>

## Notes to Consolidated Financial Statements

September 30, 2000  
(in thousands of dollars)

### c) Provision for future income taxes

Future income taxes have been provided on temporary differences which consist of the following:

	2000	1999
	\$	\$
Reserves and allowances	2,713	(133)
Inventory	1,390	(2,778)
Capital assets	2,442	(1,662)
Goodwill	1,130	646
Financing	(31)	(70)
Compensation	246	(680)
Net operating losses	1,894	2,263
Other	(69)	(116)
	<u>9,715</u>	<u>(2,530)</u>

### d) Future income tax assets and liabilities

Future income taxes have been provided on temporary differences and consist of the following:

	2000	1999
	\$	\$
<b>Current future income tax assets</b>		
Reserves and allowances	3,031	5,190
Inventory	1,798	1,542
Compensation	1,040	1,411
Net operating losses	1,750	4,689
Stock options	9	348
Other	(356)	6
<b>Total current future income tax assets</b>	<u>7,272</u>	<u>13,186</u>
<b>Current future income tax liabilities</b>	<u>95</u>	<u>144</u>
<b>Net current future income tax assets</b>	<u>7,177</u>	<u>13,042</u>
<b>Long-term future income tax assets</b>		
Financing	199	462
Net operating losses	235	192
Reserves and allowances	107	362
Other	338	265
<b>Total long-term future income tax assets</b>	<u>879</u>	<u>1,281</u>
<b>Long-term future income tax liabilities</b>		
Financing	64	94
Capital assets	7,611	4,959
Goodwill	5,314	4,015
Reserves and allowances	816	2,785
Other	163	81
<b>Total long-term future income tax liabilities</b>	<u>13,968</u>	<u>11,934</u>
<b>Net long-term future income tax liabilities</b>	<u>13,089</u>	<u>10,653</u>

The Company has recognized the full amount of its future income tax assets with no valuation allowance for each of the years presented.



## 10 Contingencies and Commitments

### a) Lease commitments

The Company is committed to premises and equipment leases with terms expiring at various dates during the next five years and thereafter. Future minimum annual payments under non-cancellable operating leases consist of the following at September 30, 2000:

	\$
2001	2,226
2002	1,738
2003	1,489
2004	1,460
2005	1,588
Thereafter	7,954
	<u>16,455</u>

### b) Legal

During the normal course of business, there are various claims and proceedings that have been or may be instituted against the Company. The disposition of the matters that are pending or asserted for which provision has not already been made is not expected by management to have a material adverse effect on the financial position of the Company or its results of operations.

### c) Other

Pursuant to certain acquisitions, including a \$3,000 joint venture investment in the year, the minority shareholders and joint venture partner have the option to cause the Company to purchase their interests. The Company has similar options to require the minority shareholders to sell their shares. The purchase price in both cases would be based upon a prescribed valuation formula.

## 11 Earnings per Share

Basic earnings per share have been calculated using the weighted average of daily shares outstanding during the year of 41,397,710 (1999 – 41,945,167).

Net income and earnings per share (\$/share) were as follows:

	2000			1999		
	Income after tax \$	Earnings per share \$	Fully diluted earnings per share \$	Income after tax \$	Earnings per share \$	Fully diluted earnings per share \$
Income before the undernoted items	33,782	0.82	0.80	32,610	0.78	0.76
Restructuring and other costs	—	—	—	(16,123)	(0.39)	(0.38)
<b>Net income</b>	<b>33,782</b>	<b>0.82</b>	<b>0.80</b>	<b>16,487</b>	<b>0.39</b>	<b>0.38</b>

## Notes to Consolidated Financial Statements

September 30, 2000  
[in thousands of dollars]

### 12 Restructuring and Other Costs

In 1999 the Company established a business realignment plan to streamline operations and eliminate redundant assets and activities. This included the centralization of certain customer service, sales, marketing and administrative activities in the Company's new facility in Mississauga, Ontario, abandonment and write-down of redundant facilities in Vermont and Huntington, and write-down of certain redundant products and materials related to the discontinuance of inefficient manufacturing activities.

These activities were completed by March 31, 2000. At October 2, 1999, the identified assets were written down to expected liquidation values, and associated costs were provided for. Current liabilities as at September 30, 2000 related to the above items was \$1,045 (1999 – \$3,068).

In addition to this business realignment, the Company incurred other significant costs, including legal costs related to the defense and settlement of simultaneous patent infringement claims.

Restructuring and other costs consist of the following:

	\$
Facility rationalization, severance and other realignment expenditures	16,376
Legal costs	4,379
CFM Harris (note 5c)	2,250
	<u>23,005</u>

### 13 Employee Benefit Plans

The Company maintains various employee benefit plans which include a defined contribution plan and a multi-employer defined benefit plan. During the current year, the Company's benefit plan expenditures were approximately \$1,493 (1999 – \$1,578).

### 14 Segmented Information

The Company operates in one business segment which includes the development, manufacture, and sale of fireplaces, hearth and related heating products and accessories. The Company conducts substantially all of its business activities in North America. External sales are allocated on the basis of sales to external customers.

	September 30, 2000			
	U.S. \$	Canada \$	Other \$	Total \$
External sales	313,978	45,176	22,749	381,900
Capital assets and goodwill	205,884	20,647	10,558	237,088

	October 2, 1999			
	U.S. \$	Canada \$	Other \$	Total \$
External sales	278,737	59,295	17,710	355,742
Capital assets and goodwill	204,567	17,878	11,671	234,116

### 15 Comparative Financial Statements

During the year, the Company adopted the recommendation of the Canadian Institute of Chartered Accountants with respect to reporting goodwill net of tax on the consolidated statements of operations and retained earnings.



## Five-Year Financial Performance

Years Ended September 30 except October 2, 1999

(in thousands of dollars, except per share amounts and statistics)

	2000 \$	1999 \$	1998 \$	1997 \$	1996 \$
<b>Operating Results</b>					
Sales	381,900	355,742	272,740	250,646	168,418
Gross profit	137,007	123,047	93,843	90,980	55,523
EBITDA before restructuring and other costs	72,012	66,309	51,379	46,784	17,566
Earnings before restructuring and other costs and income taxes	49,039	46,857	35,311	33,953	6,770
Earnings before restructuring and other costs	33,782	32,610	26,216	23,602	5,550
Restructuring and other costs before tax	—	23,005	—	—	—
Net income	33,782	16,487	26,216	23,602	5,550
Pre-tax cash flow	64,006	55,190	47,928	43,015	17,644
Capital expenditures	13,413	16,786	13,019	11,943	9,685
Acquisition expenditures	22,741	35,031	39,471	—	74,796
R&D expenses	5,348	4,117	3,621	4,333	3,448
Number of employees	2,100	2,190	2,049	1,522	1,394
<b>Per Share</b>					
Earnings before restructuring and other costs (basic)	0.82	0.78	0.63	0.61	0.17
Earnings before restructuring and other costs (fully diluted)	0.80	0.77	0.62	0.59	0.16
Net income (basic)	0.82	0.39	0.63	0.61	0.17
Pre-tax cash flow	1.55	1.32	1.14	1.11	0.53
Book value	6.16	5.33	5.06	4.12	2.45
<b>Financial Position</b>					
Working capital	142,366	77,666	74,485	65,716	54,061
Total assets	452,248	418,420	360,469	254,484	235,338
Total debt	148,837	116,568	92,036	43,068	116,785
Shareholders' equity	243,453	225,706	212,012	172,138	86,155
<b>Financial Statistics</b>					
Gross margin	35.9%	34.6%	34.4%	36.3%	33.0%
EBITDA before unusual items margin	18.9%	18.6%	18.8%	18.7%	10.4%
Current ratio	3.07	1.75	1.85	2.44	2.32
Total debt/equity	0.61	0.52	0.43	0.25	1.36
Total debt/total capitalization	0.38	0.34	0.30	0.20	0.58
Return before restructuring and other costs on average equity	14.4%	14.9%	13.7%	18.3%	6.8%

## Executive Officers

**Colin M. Adamson**  
*Chairman and Chief Executive Officer*

**James D. Lutes<sup>(4)</sup>**  
*President and Chief Operating Officer*

**Peter M. Plows**  
*Senior Vice President, Operations*

**Ronald H. Calvert**  
*Vice President, Sales and Marketing  
(President, Vermont Castings  
Majestic Products Division)*

**Scott E. Dunlop**  
*Vice President, General Counsel and  
Secretary*

**Verlon Dan Downing**  
*Vice President, Manufacturing and  
Engineering*

**Susan E. Marlow**  
*Vice President, Human Resources and  
Development*

## Directors

**Colin M. Adamson**  
*Chairman, Chief Executive Officer  
and Co-Founder*

**R. Jay Atkinson<sup>(3)</sup>**  
*Past President and Chief Executive Officer,  
Jannock Limited*

**William A. Corbett<sup>(1)(2)</sup>**  
*Chairman, The New Providence  
Development Company Limited*

**William S. Cullens<sup>(1)(2)</sup>**  
*Chairman, Ivacan Inc.*

**Sheila O'Brien<sup>(2)</sup>**  
*Senior Vice President, Nova Chemicals*

**Carlo De Pellegrin<sup>(1)(2)(3)</sup>**  
*Partner, Williams & Partners,  
Chartered Accountants LLP*

**Heinz Rieger<sup>(3)</sup>**  
*Past Chairman and Co-Founder*

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## Bankers

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First Canadian Place, 11th Floor  
Toronto, Ontario, Canada M5X 1A1

## Transfer Agent

Computershare Investor Services  
100 University Avenue, 11th Floor  
Toronto, Ontario, Canada M5J 2Y1

## Share Listing

Stock Symbol: CFM  
Exchange: Toronto Stock Exchange

## Annual Meeting

The Annual and General Meeting of  
the shareholders will be held on  
Wednesday, February 21, 2001  
at 4:15 p.m., at the Toronto Stock Exchange,  
Conference Centre, 2 First Canadian Place,  
130 King Street West, Toronto,  
Ontario, Canada

## Investor Relations

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E-mail: [cfm@cfmmajestic.com](mailto:cfm@cfmmajestic.com)  
Website: [www.cfmmajestic.com](http://www.cfmmajestic.com)

## Corporate Office

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## Operating Divisions

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100 East Mark Street  
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Route 107  
Bethel, Vermont, USA 05032  
Telephone: (802) 234-2332  
Facsimile: (802) 234-2340

Beanville Road  
Randolph, Vermont, USA 05060  
Telephone: (802) 728-3151  
Facsimile: (802) 728-3171

### CFM Harris Systems Division

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### CFM RMC International Division

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### CFM Kinder Limited

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Stoke-on-Trent  
Staffordshire, England ST4 4TJ  
Telephone: (178) 233-9000  
Facsimile: (178) 233-9009

1 Member of the Audit Committee

2 Member of the Compensation and  
Corporate Governance Committee

3 Member of the Business Development Committee

4 Interim Chief Financial Officer



GARRY ABBOTT • NICOLAS ABELLA • RODRIGO ACHILLES • ANOEL ACIO • NELSON ACOSTA • NOEL ACOSTA • GREGORY ADAMS • JOSHUA ADAMS • COLIN ADAMSON • DOMINADOR ADUCCA • ELMOR ADUCCA • STEPHEN  
ABACHENA • JOHNNY AGUIAR • ANTONIO AGUIRRE • JAVIER AGUIRRE • ANTONIO AGUIRRE • JAMIL ALMEDO • SUSAN AINSWORTH • WANDA AKERS • EVANGELINA ALANIS • LECTICIA ALANIS • OMAR V. ALBA • STEPHEN  
LABACHTA • ELISEY ALBANO • RAYMOND ALCANTAR • KATHLEEN ALEXANDER • BETTY ALFORD • JACK ALFORD • SONJA ALFORD • WILLIAM ALIBADBAD • LANCE ALLEN • LORRAINE ALLEN • JAMES ALLGOOD • RASHED  
LMASRI • LESLIE ALMAZAN • DENNIS A. ALMEIDA • DANNY ALTER • RAUL ALVARADO • JOSE ALVARADO • JOSE M. ALVARDO • RAMIRO ALVARES • DANIEL ALVAREZ • NIDIA ALVAREZ • OGUER ALVAREZ • RODOLFO  
ALVAREZ • ROSA M. ALVAREZ • RONALD ALVINE • DORA AMAYA • SHELTON AMELL • ANTHONY AMOFAH • ARMAND AMORES • JOHN AMORES • ROMELIA ANAYA • FRANCISCO ANCHETA • REVILIA ANCHETA • MARCIANA  
NDRADE • STEVE ANDROELETTO • MARILYN ANG • JOHN JAN ANG • JAMES ANGELL • PORFIRIO ANGULO • BIENVENIDO ANI • JOSEPH ANICETO • NERIO ANTOUNO • TARIQ ANWAR • LUIS APARICIO • ZALDY APOSTOL  
BONIFACIO AQUINO • ALVIN ARAGONES • ALBERTO AREVALO • IMRAN ARIF • MARITZA ARIZMENDY • JORGE ARREDONDO • ESTELA ARREGUIN • DEBBIE ARRIAGA • ERWIN ARTAP • SAMUEL ASAMOAH • EDOBOR  
SEMOTA • EDWIN ASHLEY • TODD ASHLEY • LYNDSAY ASPLIN • ROBERT ASUNCION • EDWIN ATIENZA • KANWALIT ATWAL • MARY AUBIE • JOHN AVERY • DOLORES AYALA • JUAN CARLOS AYALA • RALPH AYERS •  
JOSE A. AZUCENA • LEONEL BACA • MEER BACCHUS • TARSICIO BAEZ • FRANCISCO BAHENA • KATHY BAILEY • STEVEN BAILEY • TAMMIE BAILEY • PAUL BAILEY • JUSTIN BAINBRIDGE • CARL BAIR • CARRIE BAKER  
MICHAEL BAKER • ALEX BAKWELL • CHANDRAWATIE BALGOBIN • LAUCHMAN BALGOBIN • RODNEY BALLESTEROS • LUIS A. BANDA • MEHDI BANIASADI • LARRY BANISTER • ANTHONY BANTAY • JULIA BANTER •  
MIGUEL BANTER • BOB BARADI • JOSE A. BARAJAS MATA • RICHARD BARBOUR • GARY BARCLAY • JAMES BARNES • SUSAN BARNES • AMANDA BARNES • SIMEON BARRIENTOS • TERRY BARRUS • DONNA BARRY •  
NICKIE BARTON • JERRY BARTOM • KERRI BARTOM • TRISHA BARTOM • WILLIAM BARTOM • JORGE BARZOLA • JESUS BASCO • MERRILL BASHAW • NATHANIEL BAUSTITA • PABLO BAUSTITA • PEDRO BAUSTITA •  
LEONARDO BAUSTITA • EUGENE BAUSTITA • JANE BAYLEY • THOMAS BEAL • THEODORE BEAMS • TIMOTHY BEAR • JOSEPH BEAUCHEMIN, III • DARREN J. BEAUMONT • ESTELLA BECERRA • ARTURO F. BECERRIL • ROBIN  
ECKER • SUSAN BECKS • JENNIFER BEEMER • JEFFREY BELANGER • ALAN BELCHER • MARY BELLAMY • JOSE H. BELTRAN • RENATO BENEDICTO • DENNIS BENOIR • JOSELOTO BENOLGO • ROGER BENOLGO • DALE  
HENSEN • JOSEPH BENT, SR. • ROY BERRISFORD • CATINA BERRY • DAVID BERRY • EDDIE BERRY • DUDLEY BERTHOLD II • JENNIE L. BETTI • GARY BEWER • JOHN BIEHL • SHARON BIEHL • DONALD BJORTOMT • EUGENE  
LAISDELL • NATHAN BLAISE • ESTHER BLAKE • ARACELI BLANCAS • OMAR BLANCAS • TIMOTHY BLONDIN • TIMOTHY BLOSSOM • DAVID JOHN BLOWERS • KARL BLUNT • DOUG BOARDMAN • TRAVIS BOARDMAN •  
MICHAEL BOHANNAN • ORLANDO BOHORQUEZ • NORA BOKI • JUANITA BOLANTE • DONALD BOLDING • FAUSTINO BOLLAS • PORFIRIO BOLLAS • JESUS BOLLAS-C • MELINDA BORMED • JAMIE BOTFIELD • GEORGE  
BOUL • GEORGE F. BOULD • JOHN BOYD • JONATHAN BOYD • TRINA BRADBUY • GARY BRADLEY • TERESA BRADLEY • DENNIS BRANCATO • WILLIAM BRANDENBURG • HARDIP SINGH BRAR • DAVID BRASH • WAYNE  
BRIDGETT • ALFONSO BRITO • MICHAEL BROOKS • MARCY BROOM • WANDA BROSAMER • CHRISTOPHER BROWN • DERWIN BROWN • KENNETH BROWN • THOMAS BROWN • DOUG BROWN • CARLETTE BROWNELL •  
BRUAN • CARLOS BRUAN • MICHAEL BRUE • TERRY BRUMBAUGH • BRUCE BRUAN • DAVID BRYANT • MARY BRYANT • MICHAEL BUCHOWSKI • NOE BUCIO • RIGOBERTO BUCIO • MELANIE BUCK • LYNDA  
BUCKLAND • DIANITO BUENAFLO • NORDAN BUENAFLO • MIDODRAG BUGARIN • NOEL BUISING • NELKA BURGOS • KAREN BURK • DOUGLAS BURKART • EDWARD BURKE • GREGORY BURKE • MICHAEL BURKE •  
CARLA BURNETT • EDWIN BURNS • MICHAEL BURNS • MICHAEL BURNS • ERIC BURNS • THOMAS BURNSWORTH • CAROL BURNWORTH • STEVEN BURNWORTH • JOHN BUSBY • FEDERICO BUSTAMANTE • RAUL  
BUSTAMANTE • MARIO BUSTAMANTE • OSCAR BUSTOS • RICHARD BUSTOS • MATTHEW BUTLER • YOUSIF BUTRUS • ROBERT BUZZARD • BILLY BYARD • APOLONIO CABANTING • MANUEL CABASA • MITCHELL LEE  
CABADO • JOHN CAIVANO • DAMIAN CALDERON • EARL CALDWELL • GARY CALEY • RONALD CALVERT • ISAIAS CAMACHO • NAHUM CAMACHO • ELEGOR • AARON CAMOMILE • JESUS CAMOMILE • LINDA CAMOMILE • BANG VAN  
CAO • DANG BACH CAO • DE HOANG CAO • ARSENIO CAPANAS • EDUARDO CAPANAS • ELMER CAPANAS • ARSEMIL CAPISTRANO • CLEANGOR CAPISTRANO • ARVIN CAPISTRANO • JESUS CAPISTRANO • ROBERT CARO  
CARDENAS • MAC CARENG • DEBRA CARLSON • JAVIER G. CARMONA • JASON CARON • HELEN CARPENTER • ROBERT CARPENTER • SEAN CARPENTER • TRESA CARPENTER • EMILIA CARPENTER • VENANCIO CARPO  
GABRIEL CARRASQUILLO • MICHAEL CARRIAGA • LESLIE CARRIER • BENJAMIN CARRILLO-M • BRIAN CARROLL • JEFFREY CARSON • DONNA M. CARTER • SUSAN CARTER • ANDREW CARTWRIGHT • NEVIN CARVALHO  
JOSEPHINE CASAREZ • MARVIN CASAS • JESUS J. CASTILLEJOS • JESUS CASTILLEJOS • BRENDA CASTILLO • JAIME CASTILLO • MOISES CASTILLO • SOFIA CASTILLO • ABEL CASTILLO-S • MICHAEL CATENAZZO •  
BENJAMIN CAYLAW • MARIBEL CENTENO • TERESA CERVANTES • KHUSHWINDER JIT CHAHAL • CHUN PING CHAN • TIAN CHAN • ROBERT CHASE • LAN CHAU • ARTURO CHAVEZ • CARMEN CHAVEZ • ELVIRA CHAVEZ •  
HUMBERTO M. CHAVEZ • JAIME CHAVEZ • MARIA CHAVEZ • MARIA G. CHAVEZ • MARIA GABRIELA CHAVEZ • NOE CHAVEZ • VERNARDO CHAVEZ • SHUN-CHE CHEN • HANK CHI • CHIK CHOI CHIK CHOI CHEUNG • ROBERT  
CHRISTMAN • SANDRA CHRISTMAN • CHU-SHUNG CHUNG • ANTHONY CICATKO • DONATO CILLI • WILLIAM CIOLE • GARY CISZAK • ALLEN CLARK • BRIAN CLARK • CHRISTOPHER CLARK • GEORGE CLARK • JAMES  
CLARK • TIMOTHY CLARKE • HENRY CLARKE • MURRAY CLEMINSON • CRAIG CLEWLOW • MICHAEL CLINE • DANILU CO • JOSE COBRADA • JOHN COLBERT • DAVID COLLINS • DANA COLSON • JEAN COMPERE • BRUCE  
COMSTOCK • RICHARD COMSTOCK • REGINA CONLEY • DIANNE CONNOLLY • JAMES CONNOLLY • WILLIAM CONNOR • MOLLY CONRAD • JOSE R. CONTRERAS • MARVIN CONTRERAS • KEITH COOK • TIMOTHY COOK •  
ANTHONY COOK • BARRY COPELAND • BRETT COPELAND • LEON COPELAND • SHERVIN CORDERO • EDWARD COREY • SHEILA CORMAN • MARIA CORNIER • DAMON COROLOGOS • CASIANO CORONA • ARMANDO  
CORONEL • PETRA CORONEL • HEBERTO CORREA • DENNIS CORRIGAN • HARRISON CORSE, JR. • EFRAIN CORTES-Z • JAVIER CORTEZ • RHOENIA COX • DONALENE COZAD • DORIS CRAFT • CAROLYN CRAIG • MICHAEL  
CRAIG • TRACIE CRAWLEY • LEE CRESSWELL • TIMOTHY CRETE • MARK CREWS • WILLIAM CRITTENDON • ROBERT CRIFF • KENNETH CROSS • FREDERICK CROSBY • JESUS CRY • SILVERIO CRUZ • ODIS CRUZ •  
FREDERICO CRUZ • YVONNE CREE • MARIA ARACELI CRETE • HUONG MAI CREW • TIMOTHY CUNNING • CINDY CURRIER • GERALD CURRIER • KEITH CURRIER • KRISTI CURRY • JOHN CZAPLA • GEORGE CZUBAK •  
CAROL DA SILVA • EDWIN DAHLIG • ROBERT D'ALONZO • DUNG ANH DANG • HAN HOA DANG • VINH DANG • LISA D'ANGELO • LUIS APPEL DASILVA • JOHN DAVIDSON • JUAN DAVILA • MELVIN DAVIS • NANCY DAVIS •  
SCOTT DAVIS • JAMES DAVE • PACIANO DE DIOS • MARIA DE LEON • LUNINGNING DE LIMOS • NENITA DE LIMOS • RODENICIO DE RAMOS • LUIS DE SOUZA • MARVIN DE VILLA • BERTHA DE VIVANCO • JOHN DEARDEN  
JEFFREY DEATON • LUCILA DEBELEN • FRANK DEBERGE • GEOFF DEGGO • BRENT DEL PILAR • WARREN DEL PILAR • THOMAS DEL PILAR • TERANAY • ALEX DELGADO COLON • SARAH DENNEY • JONATHAN DENT • TERRY DENT  
JANESHAMR DEONANDAN • DAXA DESAI • BHUPINDER DEYSON • JAMES DEWEY • JAMES DI NOVO • INGENCION DIAZ • J. DELANDIA DIAZ • MARGALO DIAZ • RAYMOND DIAZ • ROGELIO DIAZ • HUGO DIAZ • BRUCE  
DICKINSON • MICHAEL DICKINSON • RANDY DICKINSON • ANDREW DIEHL • DOROTHY DIEHL • DUNG CHI DIEP • WILBUR DILL • PATERINO DIONISIO • JERRY DITTON • TIM DIVINO • KEITH DIXON • VANSION DO • KEITH  
DODD • KATHY DODSON • NICHOLE DOEHRMAN • ANNA DOERSCHER • JAVIER DOMINGES • EDWIN DOMINGO • TERESA DONATO • PETER DONOS • PATRICIA DORTON • KAREN DOUGLASS • TODD DOWNING • VERLON  
DOWNING • TINA DOYLE • MICHAEL DREXLER • DEBRA DRISCOLL • JOHN DROSSOULIS • PAMELA DRURY • PETER DRURY • KEVIN D'SILVA • ANTHONY D'SOUZA • FLAVIAN D'SOUZA • CHRIS DUNCAN • WINSTON DUNCAN  
DAVID DUNN • SCOTT DUNLOP • DARRELL DUPREY • LAURO DUHAN-C • MICHAEL DURKEE • GEORGE EAMES • DONNA ECKERT • PAUL EGGERTON • THOMAS EDSON • WARD EDWARDS • MICHAEL EDWIN • JEFFREY  
EDWING • CORINA ELZER • TONY ELZEY • ANGELENE EMMONS • MARGORIE EMMONS • MATTHEW ENERIO • SUSAN ENGLISH • JACK ENSMINGER • JUAN A. ESPINOZA • JOSEPH ESTOY • DORIS ESTRADA • BART  
ETHERINGTON • ROBERT EVANS • EDWARD EVANS • GILLIAN EVANS • JASON EWANYSHYN • NILO FABUL • ARTEMIO FAJARDO • OMAR R. FAJARDO • STEVE FARADAY • KAREN FARBER • BENJAMIN FARIAS • JUAN FARIAS  
LARRY FARMER • BRIAN FARNSWORTH • DEREK FARRIS • KAREN FASULO • MAHMOUD FATEMI • JAMES FAULKNER JR. • CRAIG FAULSTICH • GERALD FAY • BRYAN FELTNER • MARK FENN • WILLIAM FERGUSON •  
ALLEN FERRAND • ANABELA FERREIRA • MARCON FERRIS • JENG-FA FEY • ROLAND FIGUEROA • KEVIN FITZPATRICK • PAMELA FLICK • GREGORY FLINT • JOSE O. FLORES • JEFFREY FLYN • BESSIE FLYNN • MARY  
FLYNN • JAMES FOLEY • EILEEN FOLEY • KATHLEEN FOLLIN • DOUGLAS FONGEALLAZ • FERNANDO FONT • JOSEPH FOREST • ROBERT FORT • LYN FOWELL • JAMES FOWLER • STEVE FRACZKOWSKI • RODOLFO JR.  
FRANCISCO • RODOLFO FRANCISCO • JOSE FRANCO • JOEL FRANCO • ADRIANA FRANGIONE • CHRISTOPHER FRANK • MAVIS FRANK • DOUGLAS FRANKLIN • BARRY FRANKS • DONNA FRASER • DONNA FRASER • CARL  
FRICKER • JENNY FRIEND • CHARLES FULLER • LUIS FURIGAY • GABE FURMAN • JOSEPH FUSA • ROBERT GABRICK • EDGAR GACHO • ADRIANO GALANG • NAHUM GALINDO • JEFFERY GALLMEYER • RUSTICO GAMAT  
DALE GAMA • RICHARD GAMA • III • JIMMY GARATE • LUIS FERNANDO GARCIA • BENEFICIO GARCIA • EDILBERTO GARCIA • ENRIQUE GARCIA • FERNANDO GARCIA • GABRIEL GARCIA • GERMAN I. GARCIA • ISMAEL  
GARCIA • JOSE L. GARCIA • RODOLFO GARCIA • RUBEN GARCIA • SALOMON GARCIA • VALENTIN GARCIA • ALBERTO GARCIA • AVELINO GARCIA • BUTCHARD GARCIA • LUCITO GARCIA • RODRIGO GARCIA • JEFFREY  
GARDNER • ROBERT GARDNER • LAURA GARCIA GARDUNO • ROSALBA GARDUNO • MICHAEL GARRETTSON • JERRY GASKILL • LEONOR GASPAS • WILLIAM GEBHART JR. • DICK GEPILANO • MARSHA GEYER • DONALD  
GIBSON • BOBBIE GILBERT • TIMOTHY GILBERT • LAURA GILES • WILLIAM GILES JR. • AMANDEEP GILL • HARBANS GILL • SUKHMINDER GILL • JORG GLANZ • EDWIN GODINEZ • PAULA GOFF • KEITH GOEY • FELIX  
GOMEZ • FERNANDO GOMEZ • GERARDO GOMEZ • MACEDOON GOMEZ • RODRIGO A. GOMEZ • RICARDO GONZALES • AUKELIANO GONZALEZ • CRISTINA GONZALEZ • JUAN GONZALEZ • LUIS GONZALEZ • ZEGERINO  
GONZALEZ • DEBORAH JANE GOTHAM • LINDA GOULTER • JENNIFER GRAHAM • DONALD GRAHAM, JR. • SALVADOR GRANDE • STEVEN GRANITZ • CARLTON GRANT • NEIL GRANT • DAVID GRAVES • RUSSELL GRAY •  
FORREST GRAY, JR. • CRYSTAL GREEN • GARY GREEN • JAMES GREEN • MICHAEL GREEN • ANNA GREENE • MARTIN GREENSMITH • FRANCISCO GREGORIO • MANUEL GREGORIO • CAROL GREY • JOSIP GRGIC • JOHN  
GRIFFITHS • JEFFREY GRODRIAN, JR. • GARY GROOTJANS • CLIFTON GROUT • ROLAND GRUNAU • CHRIS GRYGA • CELEDONIO GUALPALLA • ELIO GUERINONI • ORVILLE GUEVARRA • MICHAEL GUGLIELMINO • ARTHUR  
GUERIDO • CRISTIANA GUIDO • JORGE GUILLARTE • MANUEL GUILLEN • SAMUELITO GUILLERMO • DEBORAH GULLON • TONYA GUTHRIE • EFRAIN GUTIERREZ • JUANCHO GUTIERREZ • REYNALDO GUTIERREZ • JOHN GUYETTE  
GERARDO GUZMAN • RANDALL HACKER • STEVEN HADLEY • DANNY HAINES • DANIEL HALIM • JACOB HALL • KAY HALL • KENNETH HALL JR. • JOHN HALLAM • PATRICIA HALLAM • SHEILA HAMILTON • STEVE  
HARAMARAS • AL HARDIMAN • MATTHEW HARDY • CURTIS HAREWOOD • GUY HARLEY • PETER HARLOW • FLOYD HARMON • MYRL HARMON • J. ROBERT HARPER • MICHAEL HARRELL • TED  
HARRIMAN • DENVER HARRIS • EDWARD HARRIS • JAMES HARRISON • LARRY HARSHMAN • ALBERT HART • PAUL HARTIGAN • SARAH HARTMAN • RAYMOND HASTINGS • FLETCHER HAWKINS • MARK  
HAWKINS • RICHARD HAWLEY • MOHAN HEER • KENNETH R. HEIMAN • WILLIAM HEIN • ROBERT HEINS • NARINDER HEIR • OWEN HEISTER • MISTY HELTON • TAMMY HELVIE • VOULA HEMMERECHTS • JANICE HENCKEN  
• DENNIS HENDRICKS • WILLIAM HENDRYX • JOSE HENRIQUEZ • DANIEL HENSLEY • CHARLES HENSON • ABEL HERNANDEZ • AURORA HERNANDEZ • CARMEN HERNANDEZ • FABIAN HERNANDEZ • GERARDO  
HERNANDEZ • JUAN HERNANDEZ • NATIVIDAD HERNANDEZ • PEDRO HERNANDEZ • RAL HERNANDEZ • RICARDO HERNANDEZ • SILVESTRE HERNANDEZ • VIRIDIANA HERNANDEZ • ALEXANDER HERNANDEZ • JOSEPH  
HILLMEYER • SILVERIO HERNANDEZ CASTRO • TONI HERRERA • TERESA HERRERA • KEVIN HERRIMAN • WILLIAM HESS • JERALD HESTING • YAZMIN HEWSON • TONY HIATT • DENNIS HILL • DIANE HILL • SHELTON  
HILLNER • JAMES HIPPENSTEEL • JACQUELINE HOBBS • RIAZUL HODA • SHELLEY HODDER • LEONARD HODGSON • JAMES HOGG • BETTY HOHENSEE • BRETT HOLDRIDGE • KELLY HOLLEY • MARTHA HOLLEY • TODD  
HOLLINGSHEAD • NAOMI HOLLINGSHEAD • BINH THANH HONG • JOHN HONYMAR • VICTOR HOOD • DEREK HOOD • SHANE HOOVER • SHARI HOQUE • ALFRED HORNE • CHARLES HORSLEY • FRANCIS HORSLEY •  
BARBARA HOSTETLER • IAN HOTHERSALL • DEBRA HOUSEHOLDER • PAUL ANTHONY HOUSLEY • SHONDRRA HOWARD • KATHERINE HOWELL • THING-HSING HSIEH • CHING-HUA HSU • HONG HUA • CHIN-YANG HUANG  
• SHU-SHENG HUANG • CHARLES HULL • DOUGLAS HULL • LEE HULSON • MATTHEW HULSON • REBECCA HUNNICUTT • JEFFREY HUNT • MARILYN HUNT • JOHN HUNTLEY • ROSE HUNTLEY • JEFFREY HURLBURT •  
YOLANDO HURTADO • ISRAK HUSSAIN • GLENDA HUTCHINGS • HY CO HUYNH • NIEN HY HUYNH • ANH HUYNH • KHANH HUYNH • NGHIA HUYNH • PHILIP HYDE • JOEY ILDEFONSO • CRISOSTOMO INTON • JONATHAN  
INVIERNO • ANGELA ISER • DANIEL ISIDORO • MARK IZOR • THOMAS JACOBI • MICHAEL JACQUES • ANTHONY JADSAO • ANTONIO JADSAO • SEENA JAMAL • RITA JAMES • DONALD JAMIESON • CHRISTIAN JENSEN  
JASMINDER JASSAL • MOHAMMAD JAVID • GURPREET JAWANDA • SIMON JEFFERIES • ELVA JIMENEZ • JAMES JOHNSON • WENDY JOHNSON • KATHLEEN JOHNSON • JAMES JOHNSTON • CHERYL JONES • DANIEL JONES  
• PAMELA JONES • ROBERT JONES • SHARON JONES • JOHN LESLIE JONES • KEITH JONES • ALDO JORDAN • DAVID JOSEPH • LORLE JOST • CHRISTOPHER JOYNSON • ROMEO JULATON • NEIL JUSTICE • CRISTITO  
KABIGTING • WALT J. KALETA • GURPREET KARDA • MOHAMMED KARMOUTA • JAMES KATZENMEYER • REX KAUFMAN • ZBIGNIEW KEDRA • BARBARA KEEL • THOMAS KEENE, JR. • TAMMY KELLY • PAT KELLY • TODD  
KELLY • BETTY KENDALL • PAMELA KEPHART • DANUTA KEPKA • PAUL KEPLINGER • PHILLIP KESSINGER • HEATH KETCHUM • ANNA KEYSER • AFZAL KHAN • QAMAR KHAN • SHUJAUAT KHAN • MOHAMMAD KHOKHAR • STEVE  
STEVEN KIDD • CHARLES KIDWELL • DALE KIGER • RICHARD KILBOURN • JOHN MICHAEL KINDER • KARL KING • REDA KING • SHANNON KING • STANLEY KLOSOWSKI • GAIL KNAPP • PAULA KNIGHT  
• CORY KNOWLES • GORDON KNOWLES • RICKY KNOWLES • KENNY KO • JORGE LUIS KOKITKO • ROBERT KOPE • ANDRZEJ KOTARSKI • MARTIN KOTZ • JOHN KOWALSKI • JOHNS KREHL • DOYLE KRIEG • PAUL KROETSCH  
• KEVIN P. KRONDON • ANITA KRUG • MARK KRUMANAKER • WILLIAM KUBILIS • WAI KUEN KWAN • ALEX KUIZON • ALVIN KUIZON • KANAGARATNAM KILAPRAGASAM • MOHAN KUMARASAMY • CHRISTIANA KWAKYE



ASHA LACEY • LEO LADOUCEUR • BOBBY LAFEVE • TANYA LAFRANCE • MARIO LACOS • HEIDI LAHM • DEAN LAHR • CAROLYN LAING • CHIU KUN LAM • LEN VAN LAM • TAM LAM • LOC LAM • THAO LAM • LAMADRID • DANIEL LANDIN • VLADIMIR LANDOLAC • MARILYN LANZILLOTTA • GUADENCIO LARA • MANUEL LAR • DANNY LARCHE • CHERYN LAROCQUE • JOHN LAROCQUE JR. • KELL LASEL • LYNN LASKOWSKI • MARK LA  
• WILLIAM LAURA • MARY JAYNE LAWRENCE • JOHN LAWTON • CARLO LAZARO • DEP THI LE • NGUYEN MINH LE • RONNIE LEACH • MAN KIT LEE • ERNESTO LEE • BRYCE LEE • MICHAEL LEEFFEBYE • JEROME LEGASP  
E. LEITAO • MICHAEL LEMIEUX • MIGUEL A. LEMUS • MIGUEL A. LEMUS JR. • CUN MIU LENH • JORGE LEON • DWIGHT LEONARD • JULIE LEONARD • DARRELL LEWIS • JAMES LEWIS • LARRY LEWIS • RICHARD LEWIS • SA  
• ASHA LEWIS • ZHUO LIAN LI • RONG LI • CARLOS LIBARDO • KIA VAN LIEU • ABNER LIM • DARIO LINARES • EARL LINCOLN • THOMAS LIPSEY • JAMES LUTCHFORD • AVONELLE LITTLE • LUISITO LIWAG • ABEL L  
DONALDO LLOYD • SHU SHENG LO • RANDY LOCKE • CESAR LOCCQUIAO • BETH LONG • DENISE LONG • ANNE LONJAK • PASTOR LOO • DAVID LOPEZ • JAMES LOPEZ • RUANDY LOPEZ • LADANIEL LORENZO • LARRY L  
ANTHONY LOVATTO • RONALD LOVE • VIRGINIA LOWE • CHUONG VAN LU • GENE LUMBARA • JOHN LUMBARA • MICHAEL LUMBARA • GENE LUMBRA JR. • ADRIAN LUNA • ADRIANA LUNA • HERMEINDA LUNA • FELIX LUN  
• QUANG LUONG • JACK LUSSIER • JAMES LUTES • DUONG QUOC LUU • HOA VAN LY • HOA LY • DERICK LYNCH • JONI LYTLE • MARTIN MABBS • FRISCO MACABONTOC • JOEY MACABONTOC • EDWARD MACADANGDANG  
MACDONALD • JAIME MACEDA • PETER MACLEY • JOSEPH MACWAN • GLENN MADDOX • MICHELE MADDOX • ROSELIA MADRICAL • FEDERICO MAGAMPON • ROLANDO MAGAT • EXEQUIEL MAGPAYO • MUJO MAHMUT  
ANH MAI • THANG VAN MAI • JOSEPH MAJKA, JR. • JOSEPH MALAGA • JOHN MALONEY • MINU MAMEN • ZACARIAS MANANSALA • HERSON MANAQUIL • MARWIDELL MANDAL • JUAN C. MANDUANO • VIRGILIO MAND  
PRABHJOT KAUR MANN • DONALD MANNING • JANE MANNING • JIALE MAO • AMY MAPLES • ARIEL MARCELLA • MICHAEL MARCROFT • LINDA MARKS • SUSAN MARLOW • CESAR MARQUEZ • GORDON MARSHALL • D  
MARSKELL • MICHAEL MARTEL • JEFFREY MARTELL • MICHAEL MARTELL • DAVID MARTIN • ROBERT MARTIN • ALEJANDRA MARTINEZ • CARMEN MARTINEZ • JAVIER MARTINEZ • JUVENAL MARTINEZ • SANDRA E. MA  
FRANCISCO MARTINEZ • SCOTT MARTZ • PAUL MASON • STEPHEN MASON • JOHN MASSEY • LISA MATTHEWS • MARK MATTHEWS • MARIO MAULION • JAMES MAYNARD • LEWIS MAYO • FERNANDO MAZA • VERONICA MA  
• STEVEN MCCALLEY • DELANO McDONALD • PETER MCQUIRE • RICHARD MCHENRY • ANDREA MCINTYRE • RICHARD MCKINZIE • DAVE MC MULLEN • MARK MCNEELY • CHERYL MCOMBER • BRUCE MEARS • DEBBIE  
CAROLYN MECHLING • EFRAIN C. MEDINA • JESUS MEDINA • ANTONIO MEDINA • MANUEL MEDINA • ANA CECILIA MEDRANO • LAM CHUN MEI • ANTONIO MEJIA • JOAQUIN M. MEJIA • SALVADOR MELESIO • MONIE  
HERIBERTO MENDEZ • ARLAN MENDOZA • ISRAEL MENDOZA • ROLANDO MENDOZA • VALERIO MENDOZA • IAN MENZIES • RICHARD MESSIER • RAYMOND MESSIER, JR. • FRANK MICHAEL • HUMBERTO MIGONE • MARC  
• BRUCE MILEM • DOUGLAS MILLER • ERIC MILLER • JERRY MILLER • NICOLE MILLER • RICHARD MILLER • SHAWN MILLER • WILLIAM MILLER • CLIVE MILLINGTON • JEFFREY MILLS • GEORGE MILTENBURG • STEVE  
• GERARDO MIRANDA • LEONARDO MIRANDA • VICTOR MISOLA • DAVID MITCHELL • JUAN MIVASHIRO • BABAK MOAJERY • SHARON MONAHAN ROBERSON • SALVADOR MONDRAGON • CESAR MONFERO • EULALIO MON  
GUADALUPE MONTESINOS • VICTOR PRIETO MONTONO • MARIA MONTUYA • TED MOON • DARREN MOON • DOUGLAS MOORBY • STEVEN MOORE • GERARDO MORA • OSCAR MORA • DOMINIC MORALES • DAVID MORAN •  
MORCILLA • MICHAEL MORELAND • ANGELICA MORENO • CARLOS MORENO • FRANCISCO MORENO • HERIBERTO R. MORENO • JOSE LUIS MORENO • MARIA MORENO • RANDALL MORRIS • KEITH MORRIS • JOHN M  
RALPH MORRISON • PAUL MOSES • CHARLES MOSLEY • ROBERT MOSLEY • VEN MOSTACHO • PAUL MOY • THERESA MOYER • BILLY MUNDY • RENE MUNIVE • FERNANDO MUNOZ • GERMAN MUNOZ • EDUARDO MU  
GLENN MURPHY • DAVID MURRAY • JOHN MURRAY • LARRY MURRAY • JOHN MYERS • MICHAEL MYERS • RICHARD MYERS • TERRY MYERS • JOEL NAATZ • FRANCISCO NABRAY • SHERWIN NABRAY • STEPHEN NABRAY  
NAMES • JUANA NAVA • LILIA NAVA • MILTON HERNAN NAVARRO • JAIME NAVARRO • JOANNE NEUBERT • JUDITH NEWELL • BRENDA NEWSOME • DONALD NEWTON • DUONG NGO • CANH MINH NGUYEN • DUC TRU  
• DUNG VINH NGUYEN • HAO VAN NGUYEN • HONG BA NGUYEN • HUNG MANH NGUYEN • KHOI KIM NGUYEN • LAM VAN NGUYEN • LAN THI NGUYEN • PHAT TAN NGUYEN • TU VAN NGUYEN • TUNG THANH NGUYEN • UT TH  
• VIET THAI NGUYEN • ANH NGUYEN • HAI NGUYEN • LAP NGUYEN • LIEN NGUYEN • NANG NGUYEN • QUY NGUYEN • THAM NGUYEN • THUYEN NGUYEN • TUNG NGUYEN • JOHN NICHOLS • ALFREDO NIEVES FIDEL  
MARIA DE LA NUZ VIEVES • CONRADO NISPEROS • GERONIMO NITRO • CHRIS NIXON • PETER NOLAN • BRIAN NORMAN • MARCIA NORTON • JUAN R. NUNEZ • LUIS NUNEZ • MARIA G. NUNEZ • EDGARDO NUNEZ • J  
NUTTER • SHANE OAKES • JILL OAKLEY • EDWIN OBENETA • WILLIAM O'BRYNE • CARLOS OCHOA • MICHAEL O'DONNELL • MARK OKULY • DIXIE OLDHAM • MATTHEW OLIMSTEAD • DANILU ONG • MARCELO OPINIANO  
ORBEGOSO • JESUS ORNELAS-O • ROSAURO ORTIZ • JANET OSHA • JOSEFINO OSIAS • RICARDO OSIT • NORMA OSORIO • CHRIS OSTROW • JENNIFER OVERHOLSER • ANA GLORIA OVIEDO • YOLANDA OVIEDO • GENCAR  
• JASON PADDOCK • LUCIA PAGAN • WILSON PAISO • CARLOS PALACIOS • EDGAR PALAO • JOSEPH PALMER • HYDROGEN PALOMARES • ANDIE PANG • KEITH PANTON • CAREY ANN PARADIS • CARLA PARCHMENT  
PARKER • DOUGLAS PARKER • SAUNDRA PARKER • DAWN PARRISH • APRIL PARSONS • WILFREDO PASCUA • DIOSDADO PASCUAL • ANNE PASS • ISHWAR K. PATEL • MOHAN G. PATEL • RAMESH G. PATEL • RASIK PATEL •  
PATEL • SHEETAL PATEL • KETAN PATEL • KHALIL PATEL • MARIA R. PATINO • ANNE PATTEN-SWAIT • JESSICA PAVLIN • PETER J. PAVONE • RUBEN PAZ • JOHNSON PE BENITO • JOSE LUIS PEDRAZA • KAREN PEER • DANIL  
• R. ALLAN PENAFOR • ARIEL PENDRE • JEFF PENZ • CHRISTIAN PERAGO • AMANDA C. PERALES • RODOLFO PEREA • ALFONSO PEREZ • ANTONIO PEREZ • ANTONIO PEREZ • FERNANDO PEREZ • JAVIER PEREZ • JE  
• JOSE PEREZ • JOSE PEREZ • LUIS PEREZ • MARIA PEREZ • ROGELIO PEREZ • TAYDE PEREZ • ELVIE PEREZ • RODOLFO PEREZ • SERAFIN PEREZ • BARRY PERKINS • KAREN PERRAS • DAVID PERRIN • EDUAR  
KENNETH PERRY • PATRICK PERRY • SHARON PERRY • JASON PERRY • NIRMALA PERAUD • PETER PERAUD • DONALD PERUSSE • JAMES PERUSSE • JOSEPH PERUSSE • TIMOTHY PERUSSE • RUSSELL PETTINGEL  
PHAM • HIEN DUY PHAM • NHON DUY PHAM • KIEN PHAM • BINH VAN PHAN • HANG THITHU PHAN • NHU HOANG PHAN • UT VAN PHAN • VINH VAN PHAN • MAX PHILLIPS • MICHAEL PHILLIPS • ROGER PIERCE • JOSEPH P  
• ANNA PIETRANTUONO • EDNA PINEDA • MARK PINKERTON • SUSAN PINKERTON • ALEXANDROS PIRILLIS • VICTOR PISARCHIK • GUS PITTAS • CHARLES PIXLEY • WENDY PLATT • NADESANANTHERAN PONNUTHURAL • J  
PONTE • MARK ANTHONY POOLE • MAN KEUNG POON • GEORGE PORANGANEL • ARON PORTER • BRUCE PORTER • WILLIAM POSTESTADES • SHAWN POTTER • JOHN POULIN • TAMARA POULSON • KEVIN PRATT • ROD  
• EDWARD PREGENT • JOHN PRENTICE • THEODORE PRENTICE • KEN PRESSLER • CHARLES PRESTON • GLENN PRIOR • TERESA PRUCHA • BRYON PUGH • ROSALINA PULIDO • ORLANDO PURA • RICHARD PUTNEY • T  
QUACH • JENNIFER QUACKENBUSH • MARIA QUEZADA • SYLVIA QUINN • ALVARO QUINONES • JERICHO QUIOGUE • MARCIAL QUIOGUE • TERESA RABER • BALBIR SINGH RAI • ROBERT RAINS • NARESH RAJASINGHAM  
RAJENDRAN • VITHI RAJENDRAN • PREMAKUMARI RAMAKUMAR • ARTURO RAMBAYON • BLANCA RAMIREZ • DENNIS RAMIREZ • GERARDO RAMIREZ • RAMIR RAMIREZ • RAMADOR RAMIRO • ADELA RAMOS • DIOS  
FERDINAND RAMOS • LORETO RAMOS • KEVIN RAMOS • VICKIE RANDOLPH • DAVINDER RANOHAWA • ROBERT RASHFORD • HAROON RASHID • THOMAS RASEKIN • PRABHJOT RATTAN • REYNALDO RAYAO • WILL  
VIRGILIO REGINOS • RODOLFO REDUBLO • REINE REGAN • JOSE REGINO • LANCY REGO • HENRY REJBOLDT, JR. • MARY REICHENBAUGH • AQUILINO J. RELATOR • ALEXANDER RENFREW • BRENDA RENFREW • DAVID  
STEVEN F. RENNER • CLEMENTINA RENTERIA • FIDEL RESENDIZ • MICHAEL RESMO • KRISTY RETHERFORD • RYAN REYES • MARIA G. REYES-HERNANDEZ • LINDA REYNOLDS • GHASEM REZAEIZADEH • EMMA JAYNE  
CHERYL RICE • BENJAMIN RICE, JR. • KEITH RICH • BENOIT RICHARD • EMIL RICHARDSON • TIM RICHARDSON • SANDRA RILLING • ANGELA RINALDI • JANE RIPLEY • PUNNIYALINGAM RISHIKESHAN • RINA RISTAGNO  
RITTENHOUSE • DAVID RITTENHOUSE • GLENN RITTENHOUSE • TRAVIS RITTENHOUSE • WILLIAM RIVERA • JAN ROBBINS • GARY ROBERTS • PAUL ROBERTS • TAMARA ROBERTS • TARRAH ROBERTS • GEORGE RO  
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ROMERO • SILVESTRE ROMERO • MARCELO ROMERO • ELMER RONO • JESUS ROSALES • NORMA ROSAS • NORMAND ROSS • TONY ROUSH • JEFFREY ROWE • EDGARUE RUEDA • ESTEBAN RUEDA • JAVIER RUEDA • JO  
• EDDY E. RUEGL • ISMAEL RUIZ • IRMA RUIZ • JOHN RULLO • RANDALL RUNKLE • GUADALUPE RYDER • TIMOTHY RYDER • SURESHKUMAR SABARATHNAM • JACQUELINE SACCARDO • ROSA SACCARDO • JAY SACKETT  
SADANA • ANTONIO SAGALONIGOS • JUAN M. SALAZAR • MARIANO SALKALO • SAUL BRITO SALGADO • ALBERTO SALINAS • FIDENCIA SALINAS • TARANEET SALUJA • JIMMY SALTER • RONALD SALTERS • SALVADOR S  
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SERNA-V • CLAUDIO SERRANO • EZEQUIEL SERRANO • RAFAEL E. SERRANO • BOWDAH SEWALL • RONALD SEXTON • MOHAMMAD SHABIB • FRED SHAFIEE • RITESH SHAH • ARUMGAM SHANMUGATHAS • KEN SHARER  
SHAW • JIN SHENFELD • STEVE SHENFELD • MOHANTH SHERGILL • JANIS SHERIDAN • AIMI SHERRATT • CARLOS SHIDELER • M. FRAN SHIELDS • ANTHONY SHOCKOME • ANNIE SHOEMAKER • CONNIE SHOEMAKER  
SHOEMAKER • SANDRA SHOEMAKER • JAMES SHULTZ • VIRGINIA SHUM • ROBB SIBERT • ALVARO SIERRA • ENRICO SIGUA • JERRY SILL • SCOTT SILL • CHRISTOPHER SILLS • MICHELLE SILLS • HENRY SILVA • NANC  
• PAT SIMS • HARLEY SISON • JULIE SLANEY • DALE SLATER, JR. • SCOTT SLOVER • BARRY SMITH • DAN SMITH • DEBRA SMITH • HAROLD SMITH • MICHAEL SMITH • MICHAEL SMITH • MICHAEL SMITH • PHILLIP SMITH  
SMITH • KYLE SMITH • LORRAINE SMITH • ANTHONY SMITH • RAYMOND SMITH III • CLIFTON SMITH, JR. • ADAM SMULCZYNSKI • ARDEN SNIDER • ROY SNOODGRASS • SHANE SNOODGRASS • SAMMY SO • MITCHELL  
CRISPIN SOLIS • PATRICIA SPAULDING • KEITH SPENCER • MARK SPENCER • THEODORE SPENCER • JORDAN SPICER • SEAN SPICER • MARK SPRUNG • KIMBERLEY ST. JOHN • PATRICIA STALLINGS • DAVID STAMPE  
STANLEY • SUZIE STARING • SONYA STARK • JEROME STASZAK • WILLIAM STELLAR • DOUGLAS STEVENS • MARK STEVENSON • GRAHAM STEVENTON • RONALD STEWART • DALE STEWART • MARTHA E. STEJEPANOV  
STOCKS • VINCENT STONE • WAYNE STONES • RICK STRALEY • SHANE STREW • JORGE LUIS SUAREZ • SANDRA SUTER • GARY SUTTON • RAWLE SUTTON • STEVEN SUTTON • JAMES SWANK JR. • JULIE SWANSON • LARI  
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TAYLOR • RUTH TAYLOR • KELLY TAYLOR • MELCHOR TEJANO • MIGUEL B. TELIZ • GLORIA TELLO • JOHN TEMPONERAS • KENNETH TERWILLIGER • ANNE TESSIER • ANNE TESSIER • DONITA TESTER • QUOC THICH • K  
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TRAN • SON TRAN • THAI TRAN • YEN TRAN • TUYEN TRANG • BOBBY TRIA • RANDY TRIM • PHAT TRINH • QUAN-U. TRINH • TIEN TRINH • BRENDA TRISLER • DALE TROMBLEY • PETER TRUMPPICKAS • LAP THANH TRU  
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VENTURINI • STEPHANIE VIANE • PROSPERO VICTORIA • TIMOTHY VIGAR • ROSA VILCHIS • JOSE VILACORTA • ALBA VILLANUEVA • J. ANTONIO VILLEGAS • LUIS VILLEGAS • BEANT VIRDI • KARA VIRGO • EDGAR  
ELIZABETH VISPERAS • THINH VO • CHRISTINE VOGHT • RICK VOGELMAN • AN DUC VUONG • THIEN VUONG • KETAN VVAS • JUNE WALKER • SHARON WALKER • MICHAEL WALKO, SR. • BETTY WALLACE • PATRICK WALL  
WALLEY • BRIAN WALTON • ARTHUR WARD • DOUGLAS WARING • RICHARD WARNER • RONALD WARNER, JR. • CHRISTOPHER WATKINS • LEE PAUL WATSON • BARBARA WATT • ROBERT WEAVER • CARL WEBB • MAT  
• KAREN WEINLEY • COLLAMER WELCH, SR. • TRACY WENGER • LEIGH WERLING • BILL WEST • RICHARD WESTON • RICHARD WHALEY • DANNY WHEELER • WILLIAM WHITBY • DAN WHITCOMB • KELLY WHITE • MA  
NICOLE WHITE • SUSAN R. WHITEHEAD • DANIEL WHITESELL • RICHARD WHITESELL • TOMMIE WHITESELL • GEORGE (SCOTT) WHITLOCK • BILLY WHITSON • CLAUDIA J. WIEDERAENDERS • DESTINY WILBURN • ELDO W  
• DAVID WILKINS • JANET WILLETT • STEVEN WILLETT • JESSICA L. WILLIAMS • LAURA WILLIAMS • KENNETH WILLIAMS • HUW WILLIAMS • JEFFREY WILSON • SCOTT WILSON • HOWARD WILSON, JR. • LYN WINDSO  
WINOT • ROGER WINTERS • WESLEY WITHERS • EDWARD WITHINGTON • TIMOTHY WITHINGTON • RICK WOELHER • ROGER WOELHER • WALTER A. WOJKOWSKI • BARRY WOMACK • MICHELLE WOOD • THOMAS WOODB  
WOOLEY • DARRELL WORTHINGTON • CHARLES WRIGHT • GRACE WRIGHT • ROBERT WRIGHT • KELLY WROBLEWSKI • MARIA WRONA • RICKIE WYLIE • KENNETH WYMAN • DAVID WYMKOOP • MICHELE WYNTER-RODNEY  
YANG • HECTOR YATAO • JASON YATAO • MARK YATAO • JACK YEARGAN • ERIC YEITER • TZE MOH YEO • TZE YEO • ALICE YETNICK • ANN YETNICK • DOUGLAS YOUNG • HOWARD YOUNG • MYRTLE YOUNG • SU  
• CHRISTOPHER YOUNG • JOSE ZACARIAS • RICHARD ZAGROBELNY • CHRISTIAN ZAMORA • DANILU ZAMORA • MICHAEL ZAMPIERI • JUAN ZAMUDIO-S • ROBERT ZANATTA • CANDY ZARTMAN • ESTEBAN ZAVALA •  
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